ULTIMATE SPIDER-MAN®

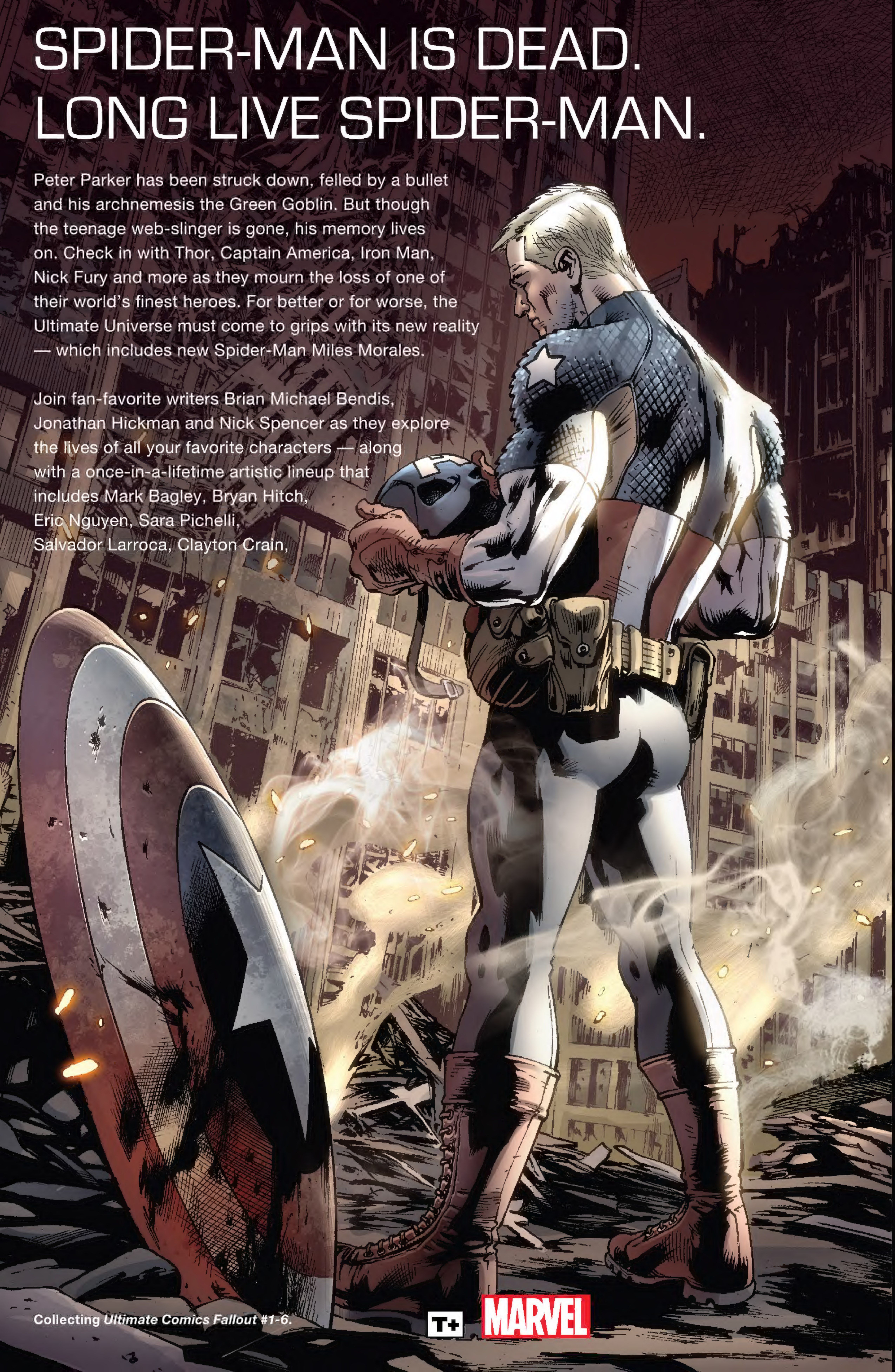
DEATH OF SPIDER-MAN FALLOUT

BENDIS • HICKMAN • SPENCER

SPIDER-MAN IS DEAD. LONG LIVE SPIDER-MAN.

Peter Parker has been struck down, felled by a bullet and his archnemesis the Green Goblin. But though the teenage web-slinger is gone, his memory lives on. Check in with Thor, Captain America, Iron Man, Nick Fury and more as they mourn the loss of one of their world's finest heroes. For better or for worse, the Ultimate Universe must come to grips with its new reality — which includes new Spider-Man Miles Morales.

Join fan-favorite writers Brian Michael Bendis, Jonathan Hickman and Nick Spencer as they explore the lives of all your favorite characters — along with a once-in-a-lifetime artistic lineup that includes Mark Bagley, Bryan Hitch, Eric Nguyen, Sara Pichelli, Salvador Larroca, Clayton Crain,



Collecting *Ultimate Comics Fallout* #1-6.

ULTIMATE SPIDER-MAN®

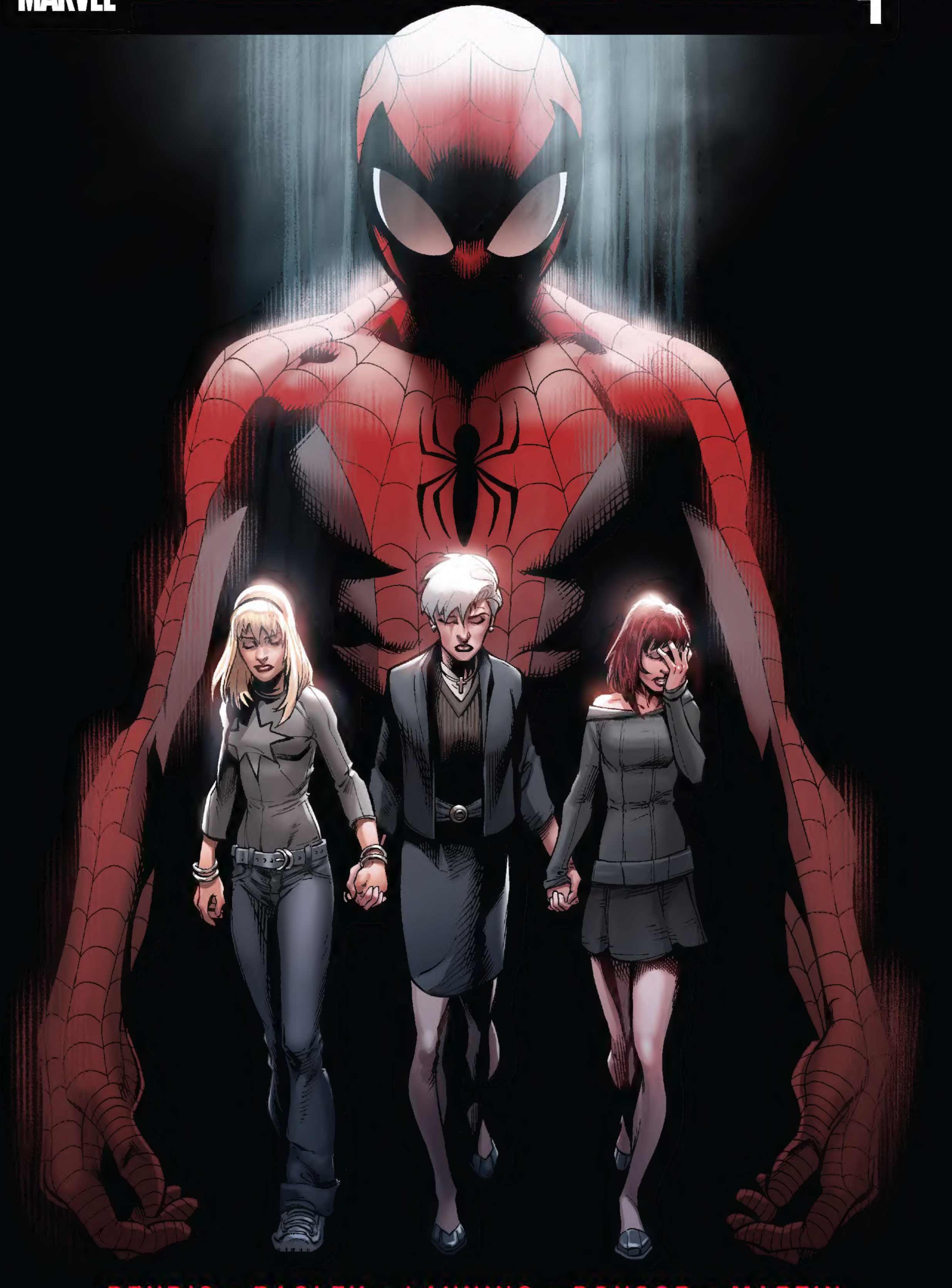
DEATH OF SPIDER-MAN FALLOUT

BENDIS • HICKMAN • SPENCER

ULTIMATE FALLOUT

SPIDER-MAN NO MORE

ISSUE
1



BENDIS • BAGLEY • LANNING • PONSOR • MARTIN

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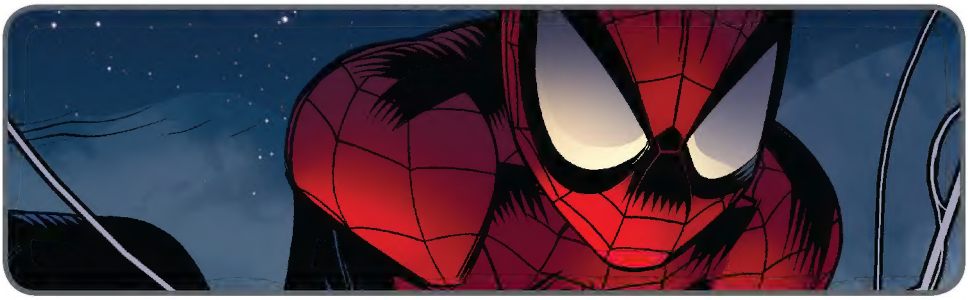
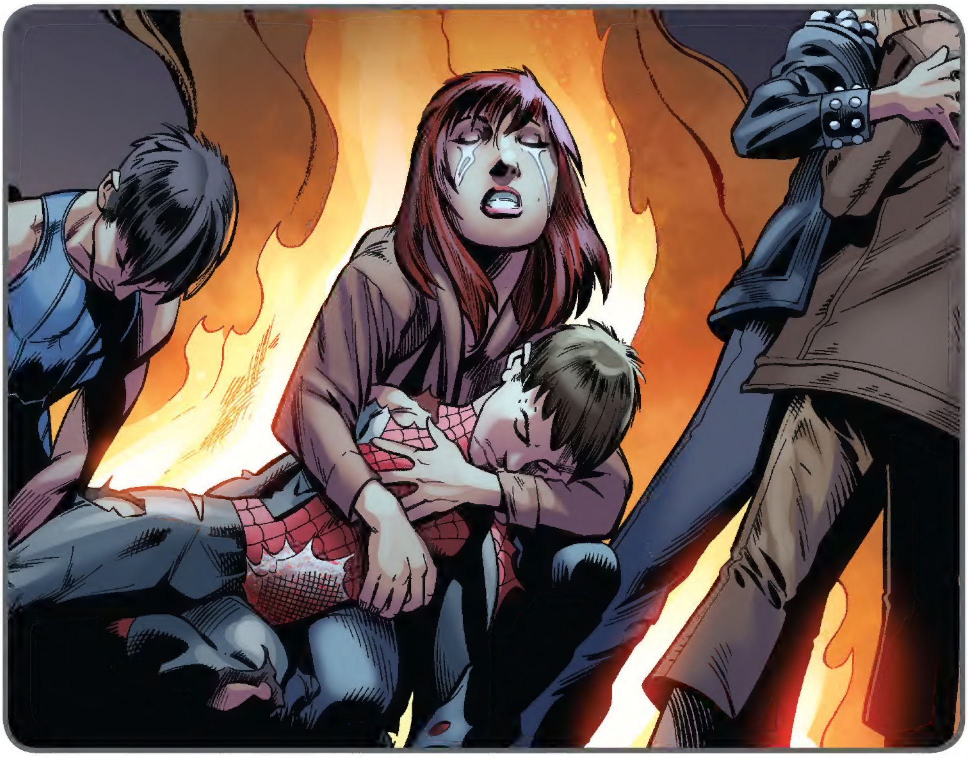
The bite of a genetically altered Spider granted high-school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.



PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Peter Parker died heroically at the hands of Norman Osborn, a.k.a. The Green Goblin, in the arms of his one true love, Mary Jane, and the woman who raised him, Aunt May.



ULTIMATE FALLOUT

CHAPTER ONE OF SIX

Writer
Brian Michael Bendis

Penciler
Mark Bagley

Inker
Andy Lanning

Colorist
Justin Ponsor and Laura Martin

Letterer
VC's Cory Petit

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Bagley, Lanning & Ponsor

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Chief Creative Officer
Joe Quesada

Publisher
Dan Buckley

Executive Producer
Alan Fine

Thanks to Joe Sabino

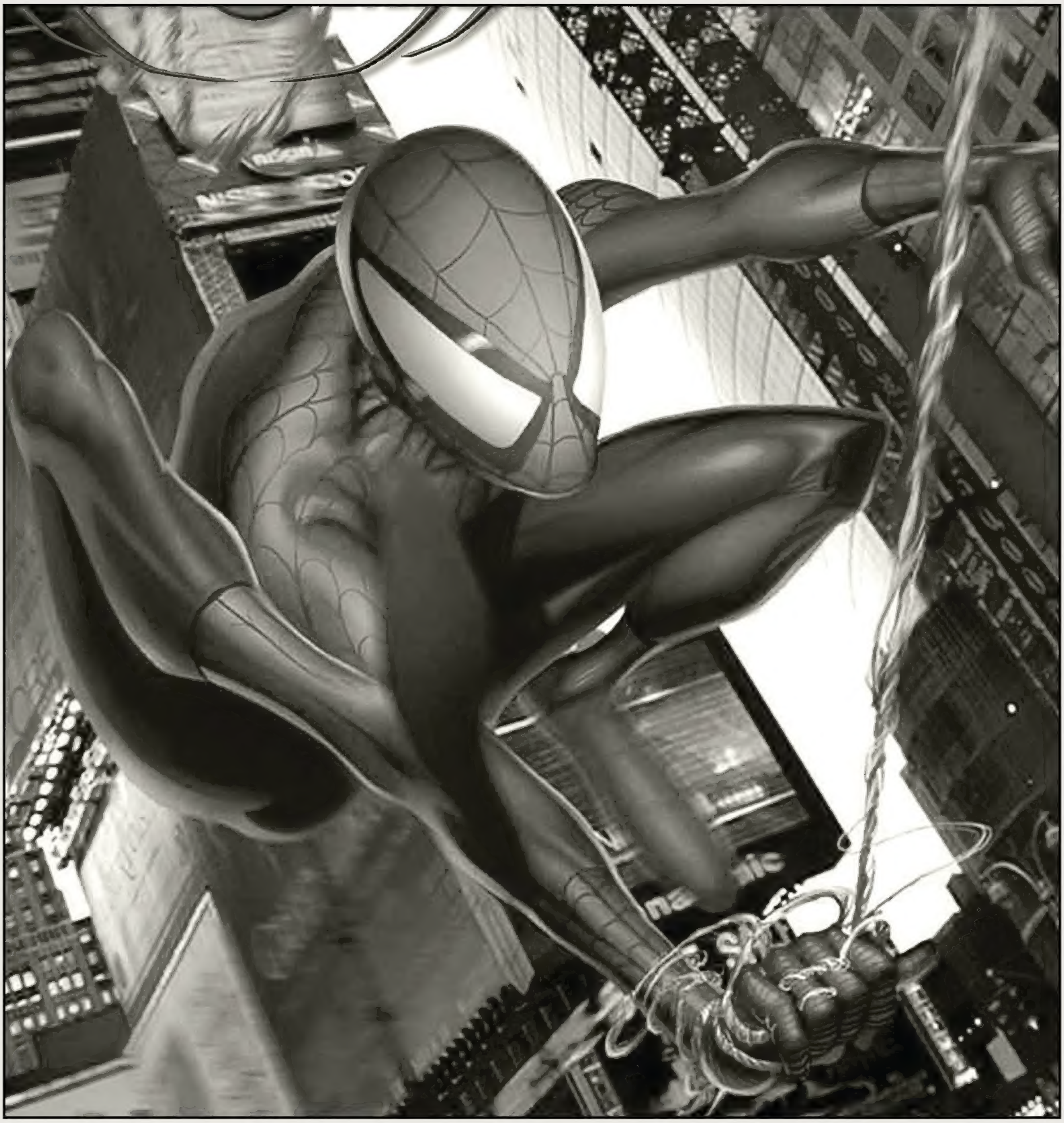
DAILY BUGLE®

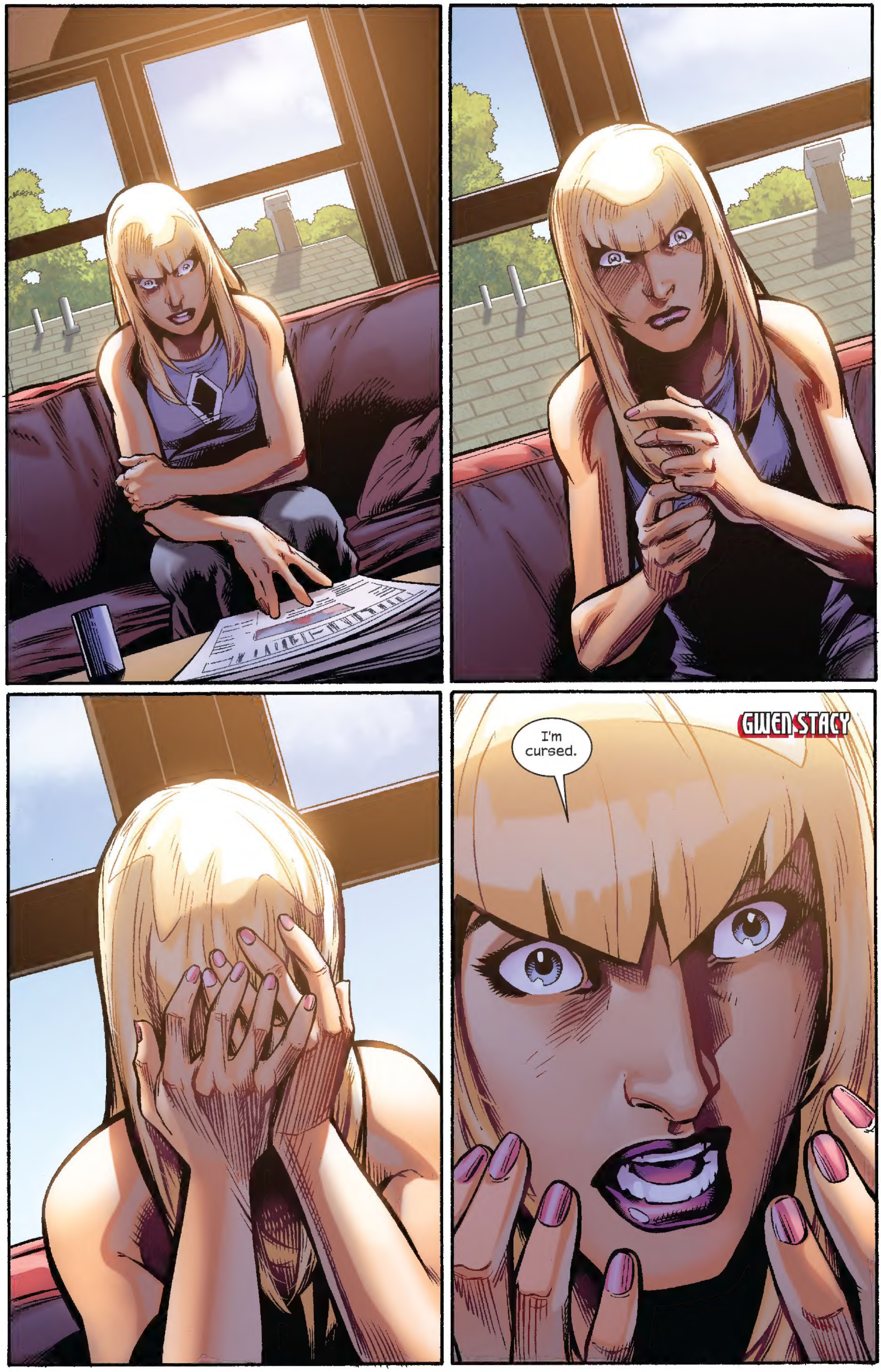
NEW YORK'S FINEST DAILY NEWSPAPER

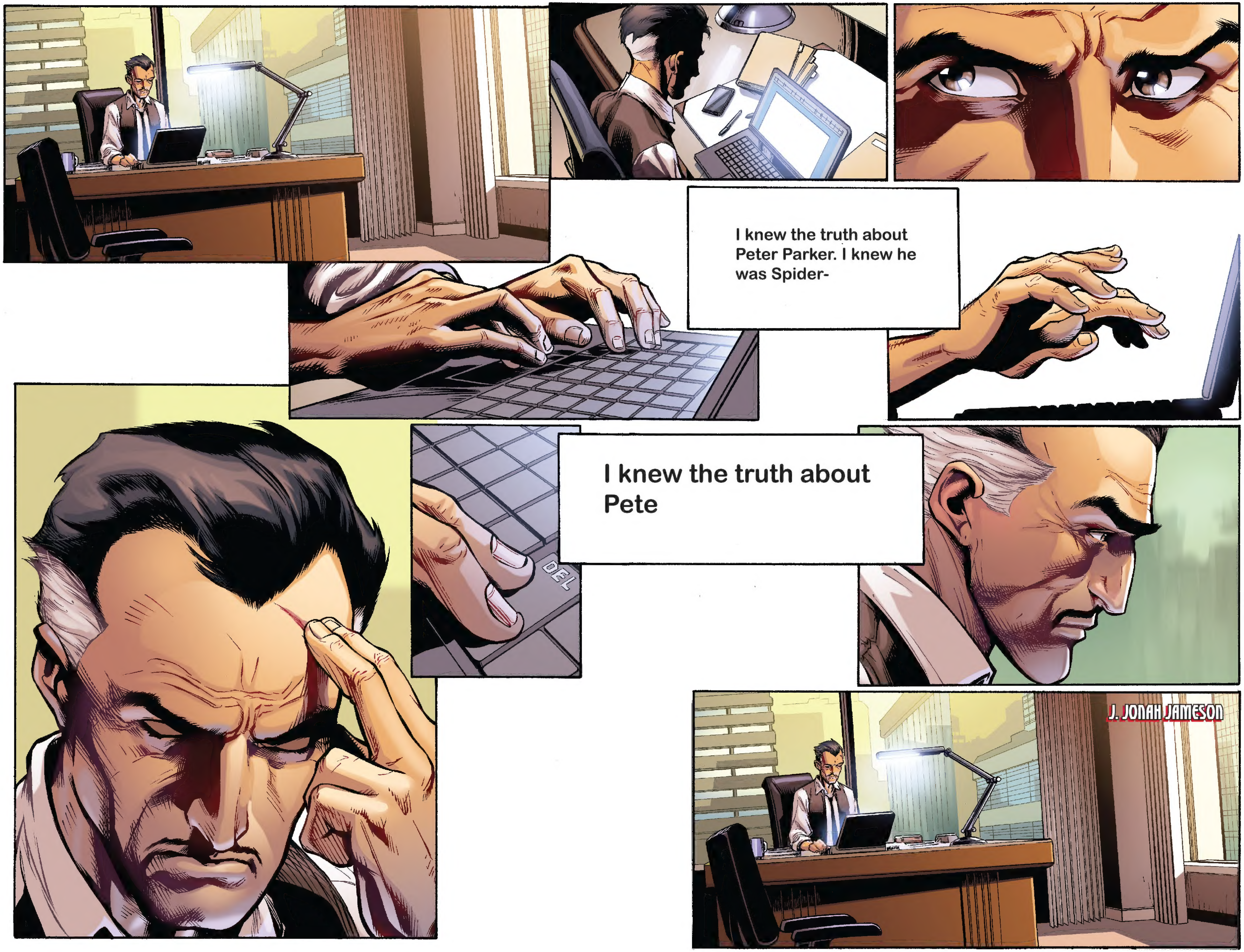
SPIDER-MAN R.I.P.

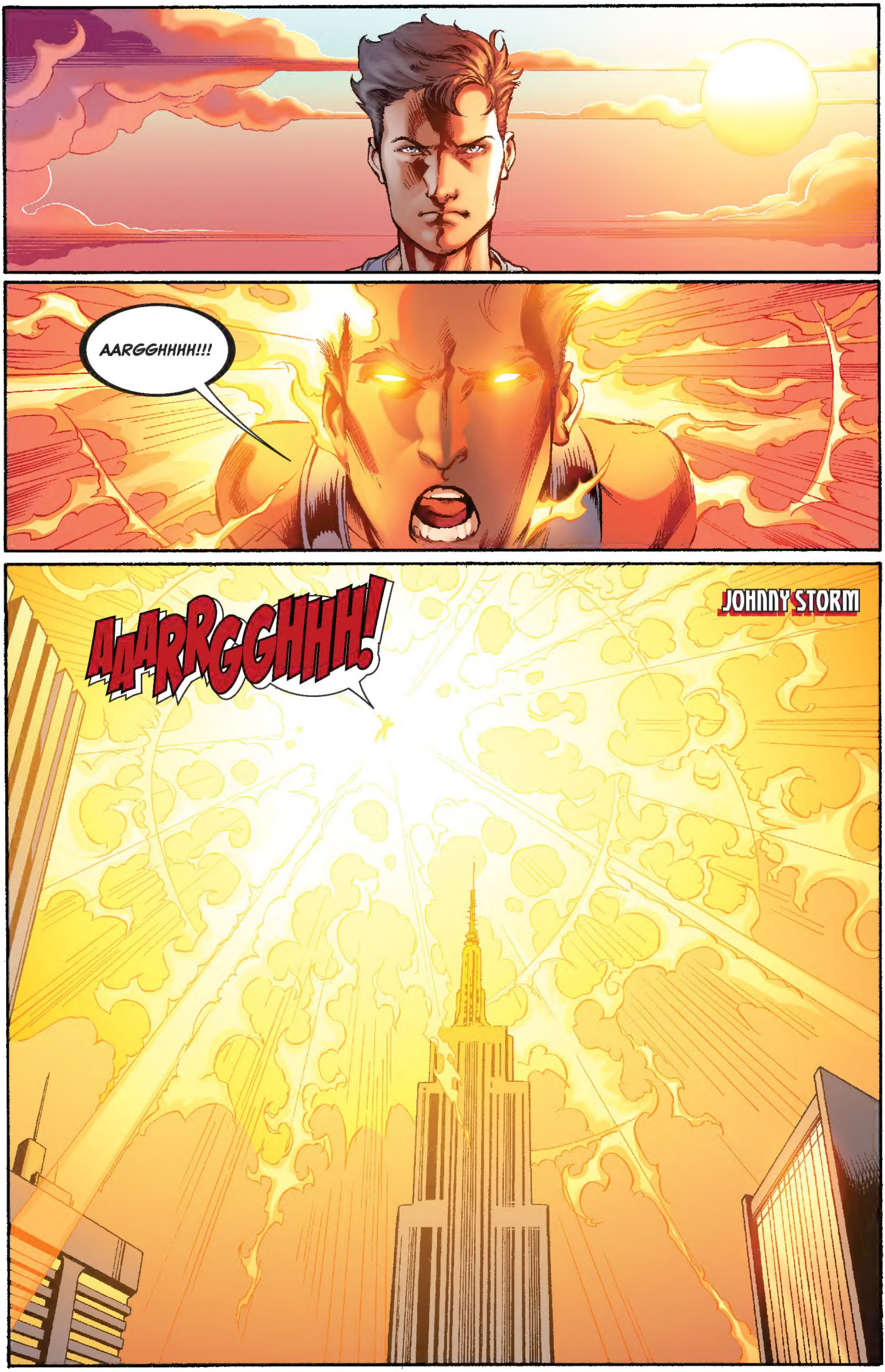
NEW YORK CITY'S FALLEN HERO WAS QUEENS' HIGH SCHOOL STUDENT PETER PARKER

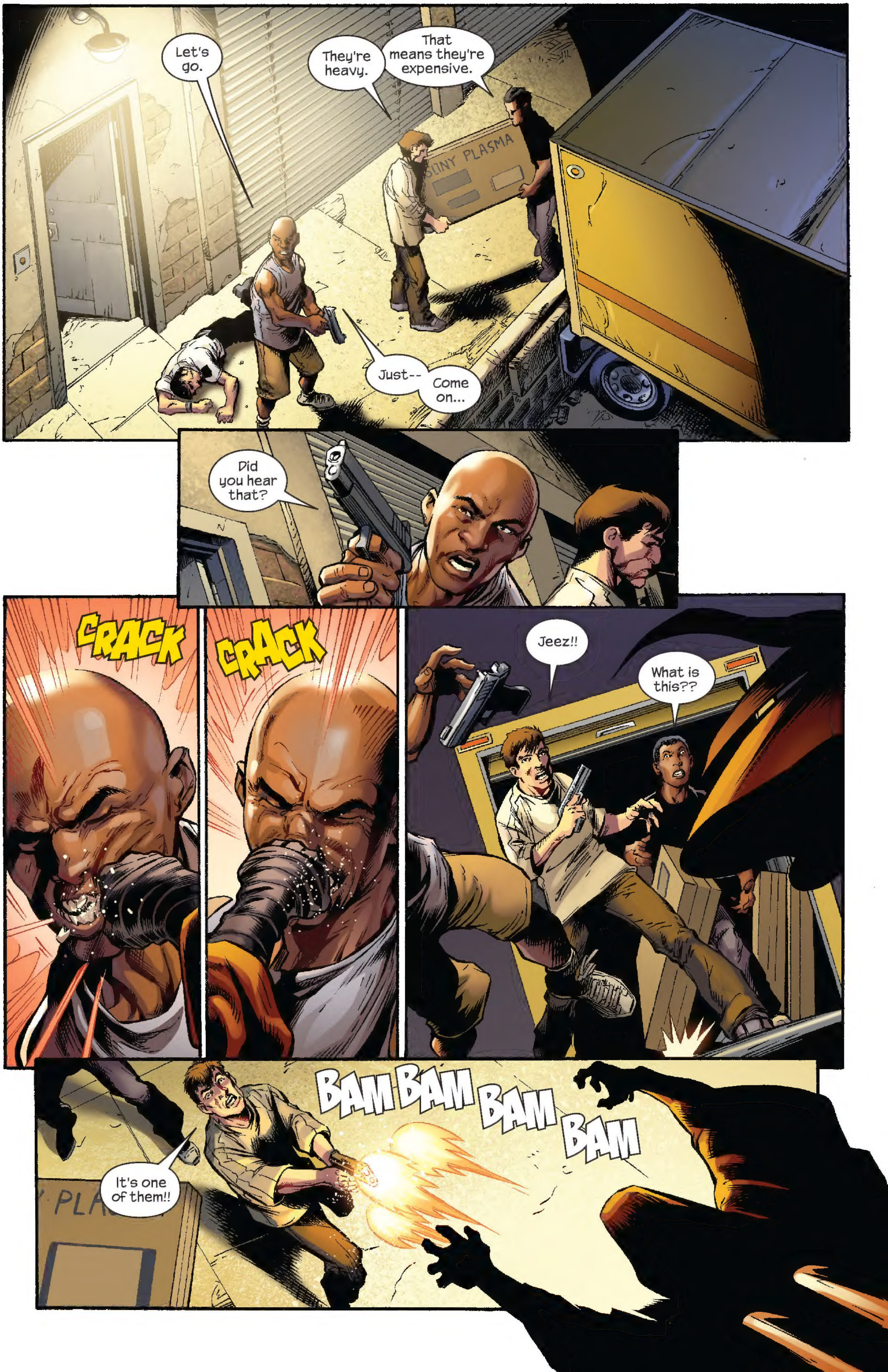
REPORTING BY FREDERICK FOSWELL

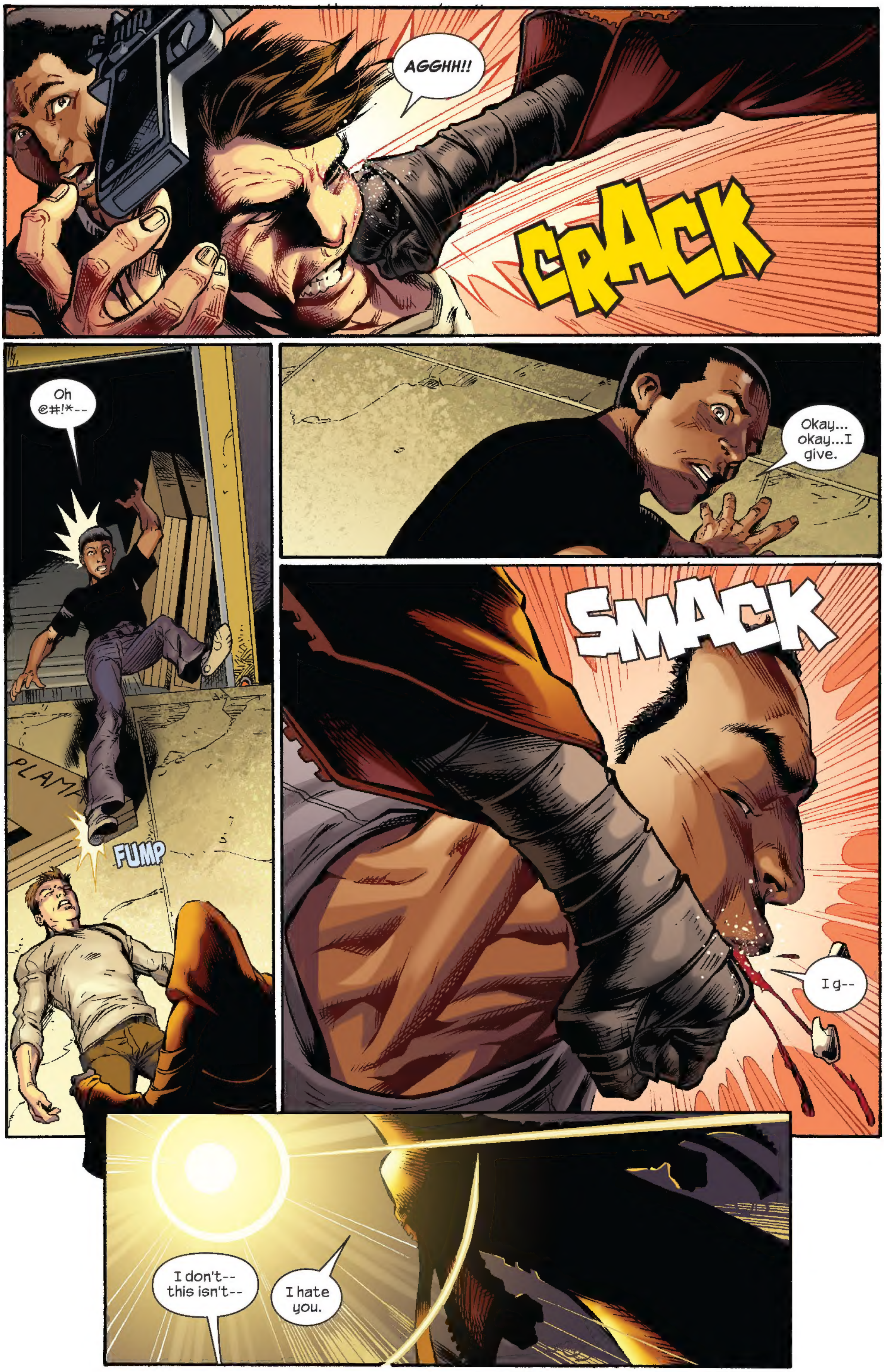


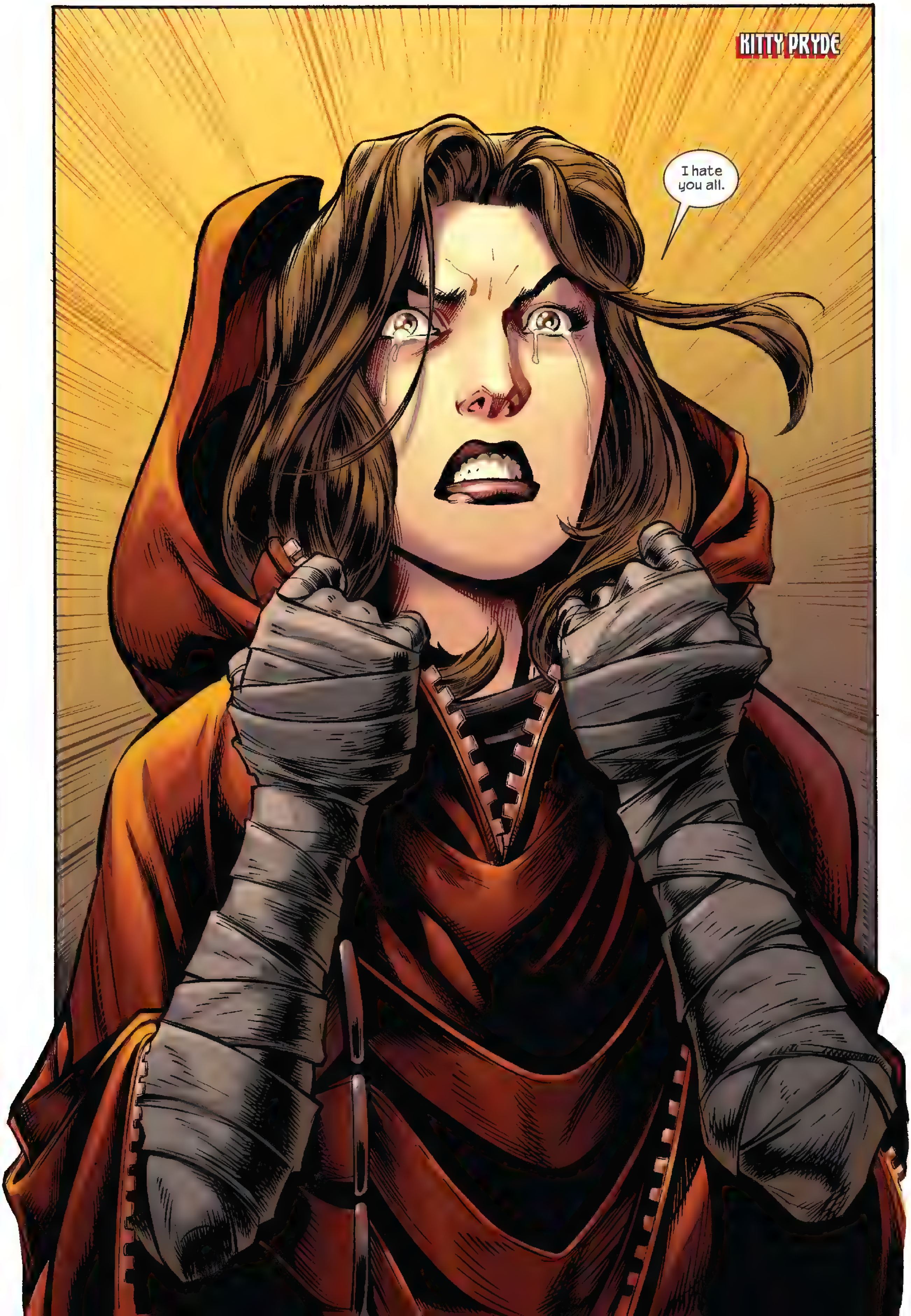

GWEN STACY
I'm cursed.

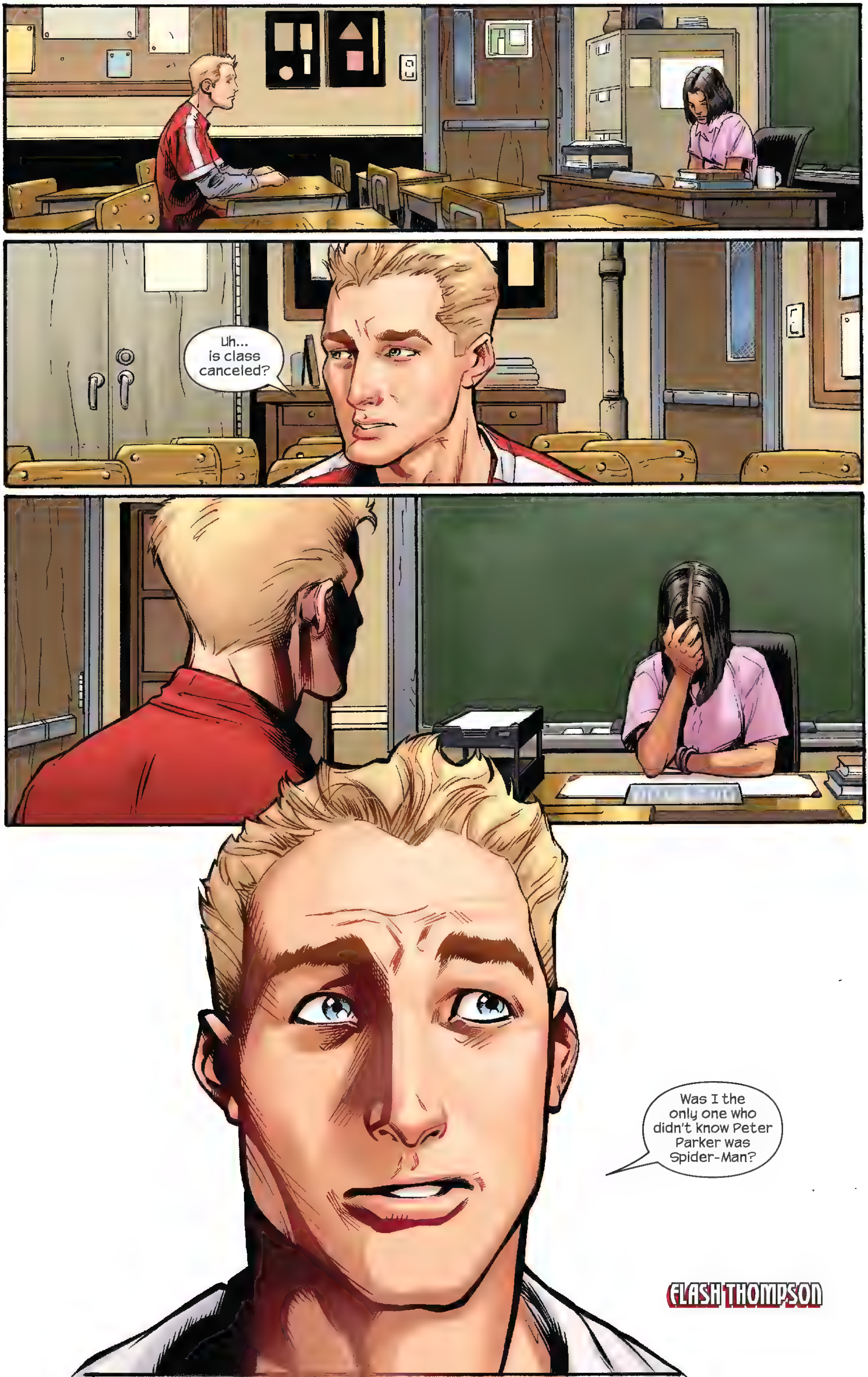

I knew the truth about Peter Parker. I knew he was Spider-
I knew the truth about Pete
DEL
J. JONAH JAMESON

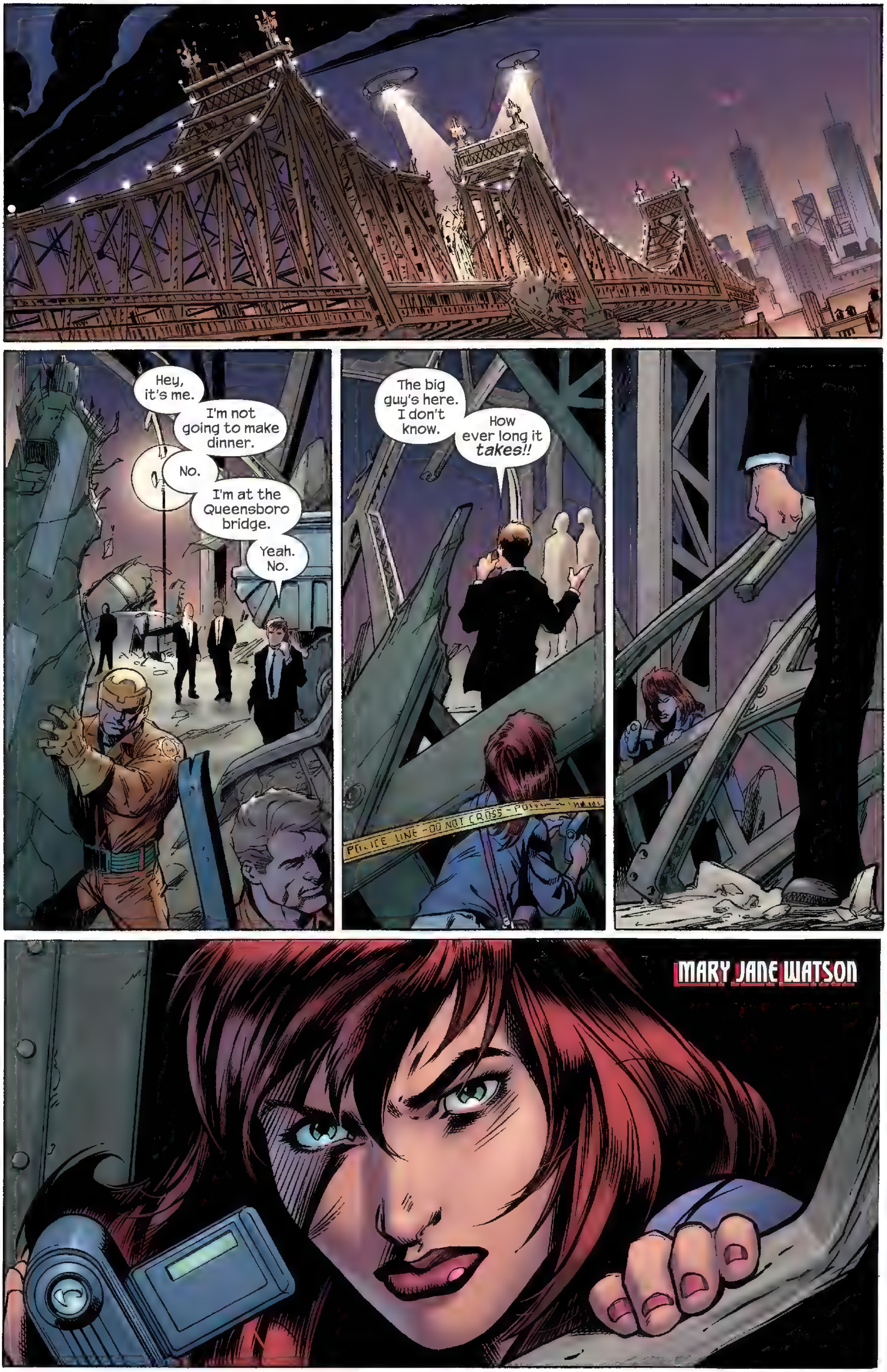

AARGGHHHH!!!
AAARRGGHHH!
JOHNNY STORM

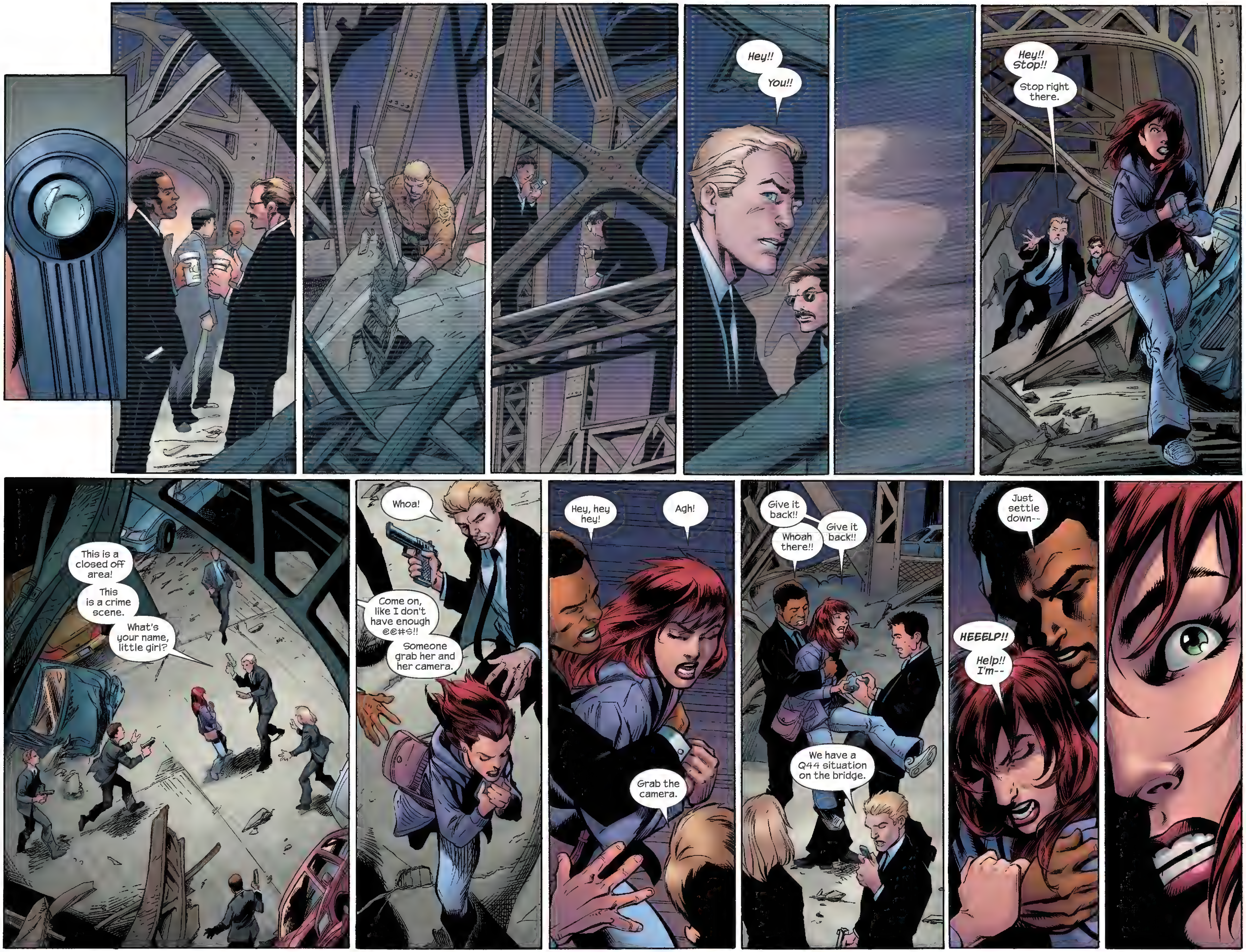

Let's go.
They're heavy.
That means they're expensive.
SONY PLASMA
Just--
Come on...
Did you hear that?
CRACK
CRACK
Jeez!!
What is this??
BAM BAM BAM BAM
It's one of them!!
PLA

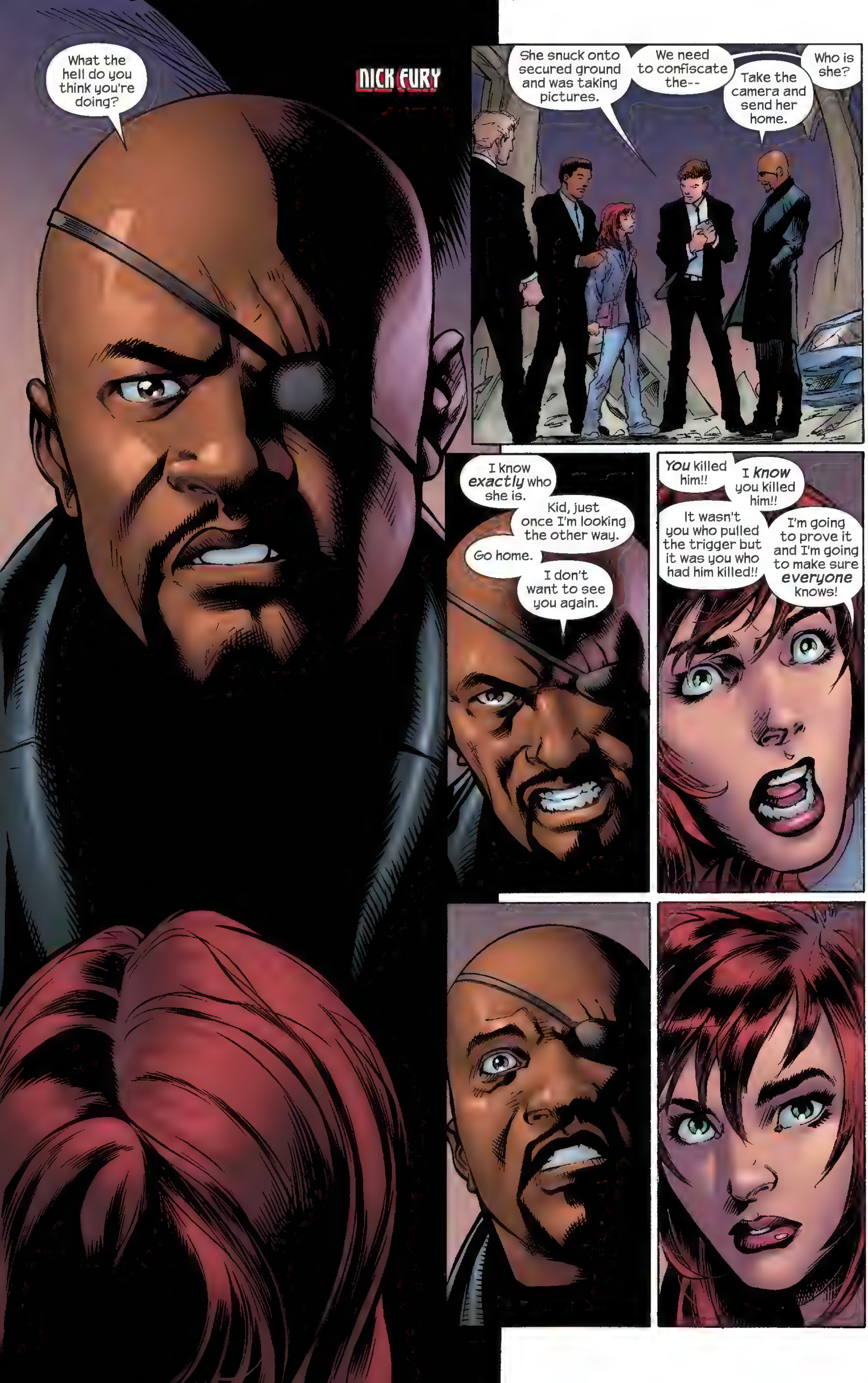

AGGHH!!
CRACK
Oh @#!*--
PLAMA
FUMP
Okay... okay...I give.
SMACK
I g--
I don't-- this isn't--
I hate you.

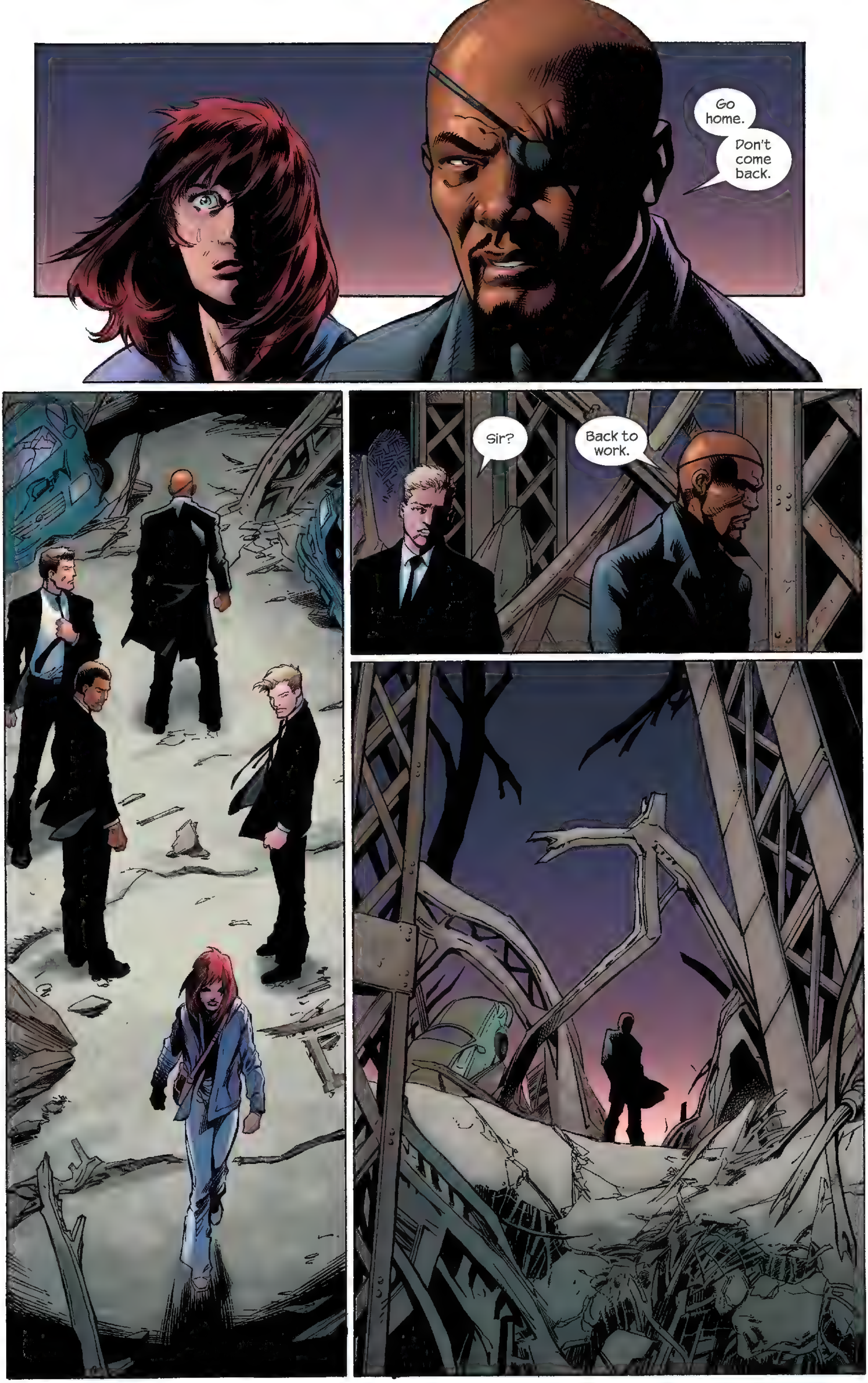

KITTY PRYDE
I hate you all.

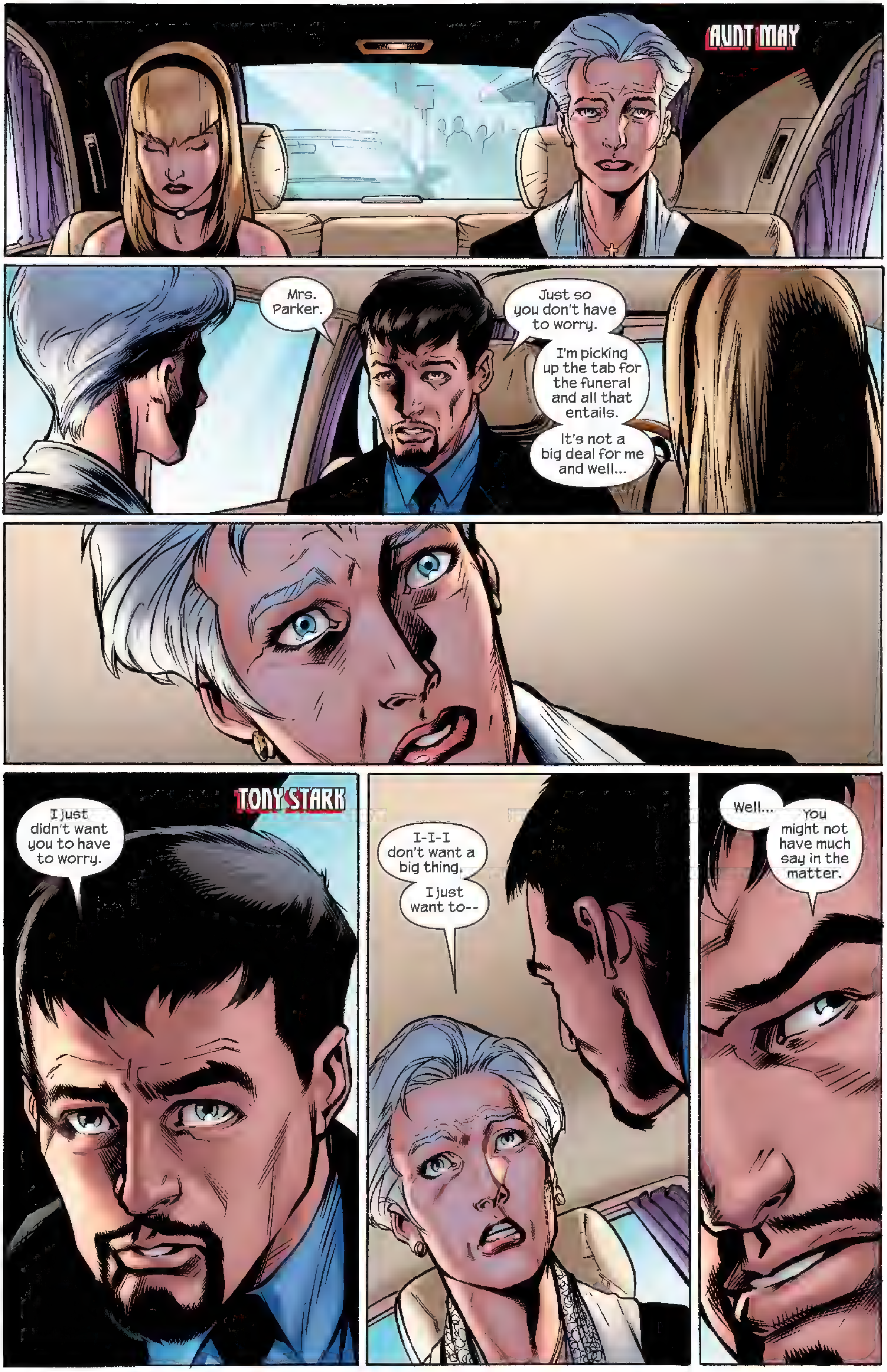

Uh... is class canceled?
Was I the only one who didn't know Peter Parker was Spider-Man?
FLASH THOMPSON

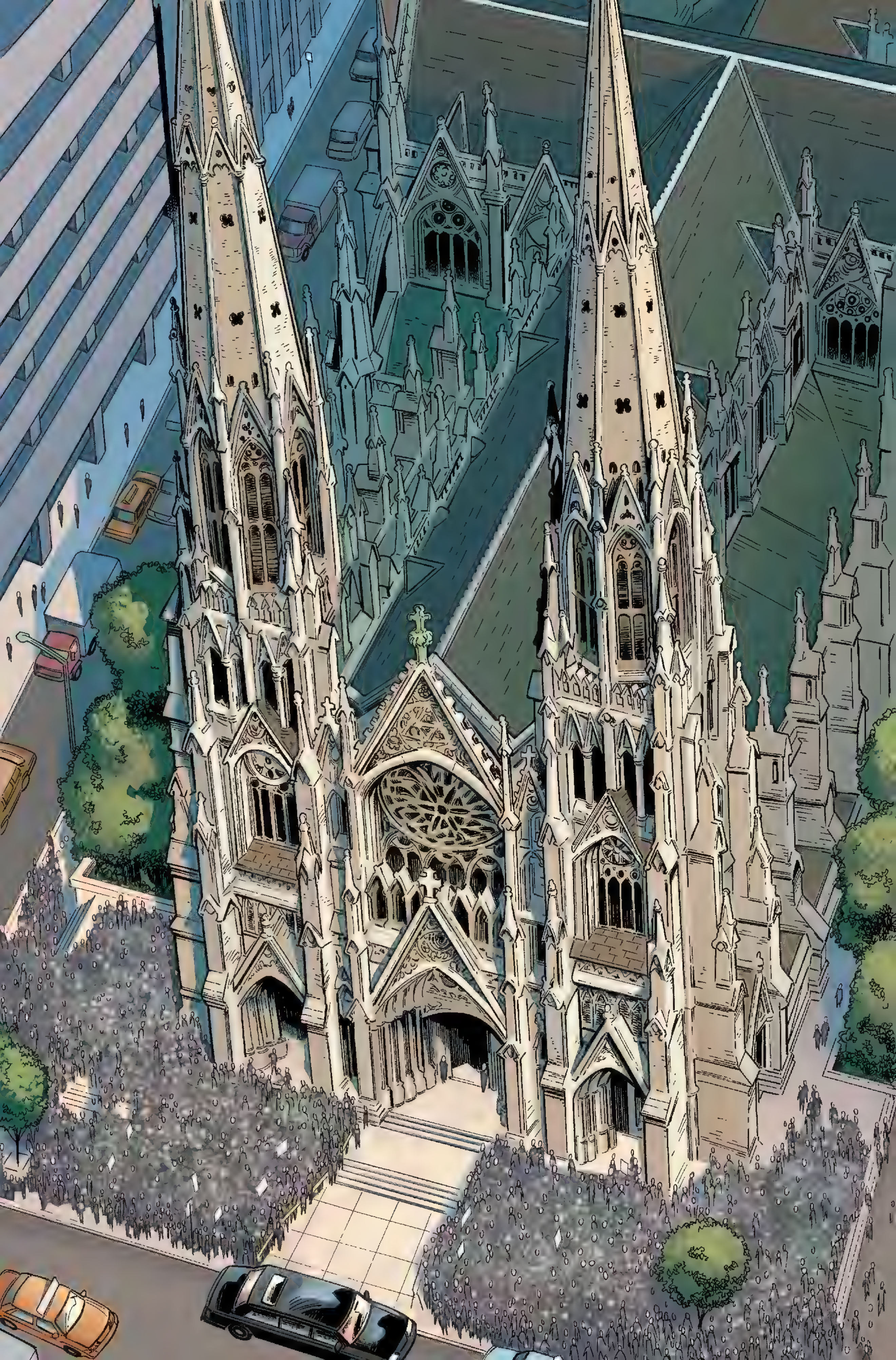

Hey, it's me.
I'm not going to make dinner.
No.
I'm at the Queensboro bridge.
Yeah. No.
The big guy's here. I don't know.
How ever long it *takes!!*
POLICE LINE - DO NOT CROSS - POLICE LINE
MARY JANE WATSON

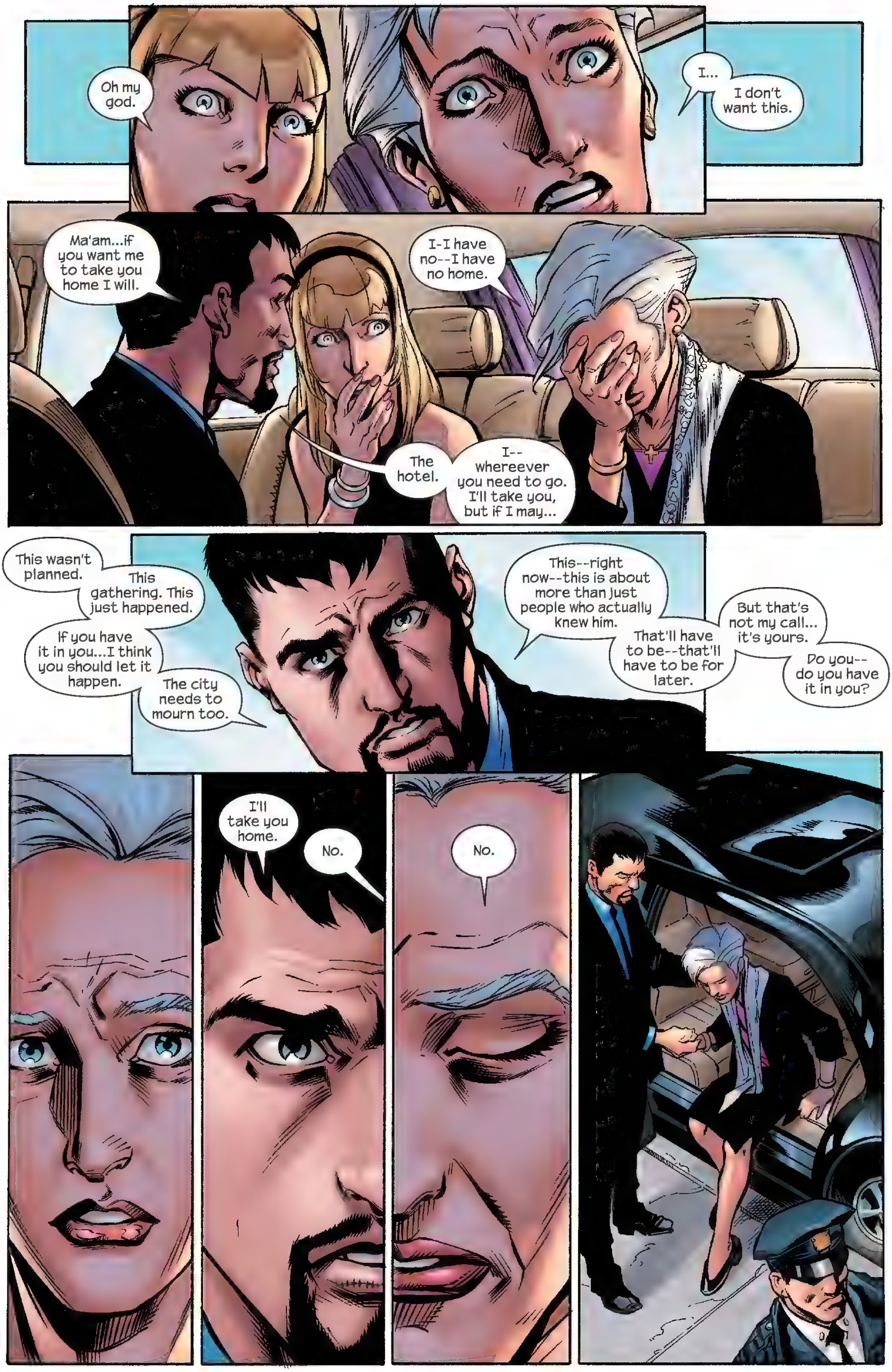

Hey!!
You!!
Hey!! Stop!!
Stop right there.
This is a closed off area!
This is a crime scene.
What's your name, little girl?
Whoa!
Come on, like I don't have enough @©#$!!
Someone grab her and her camera.
Hey, hey hey!
Agh!
Grab the camera.
Give it back!!
Whoah there!!
Give it back!!
We have a Q44 situation on the bridge.
Just settle down--
HEEELP!!
Help!! I'm--

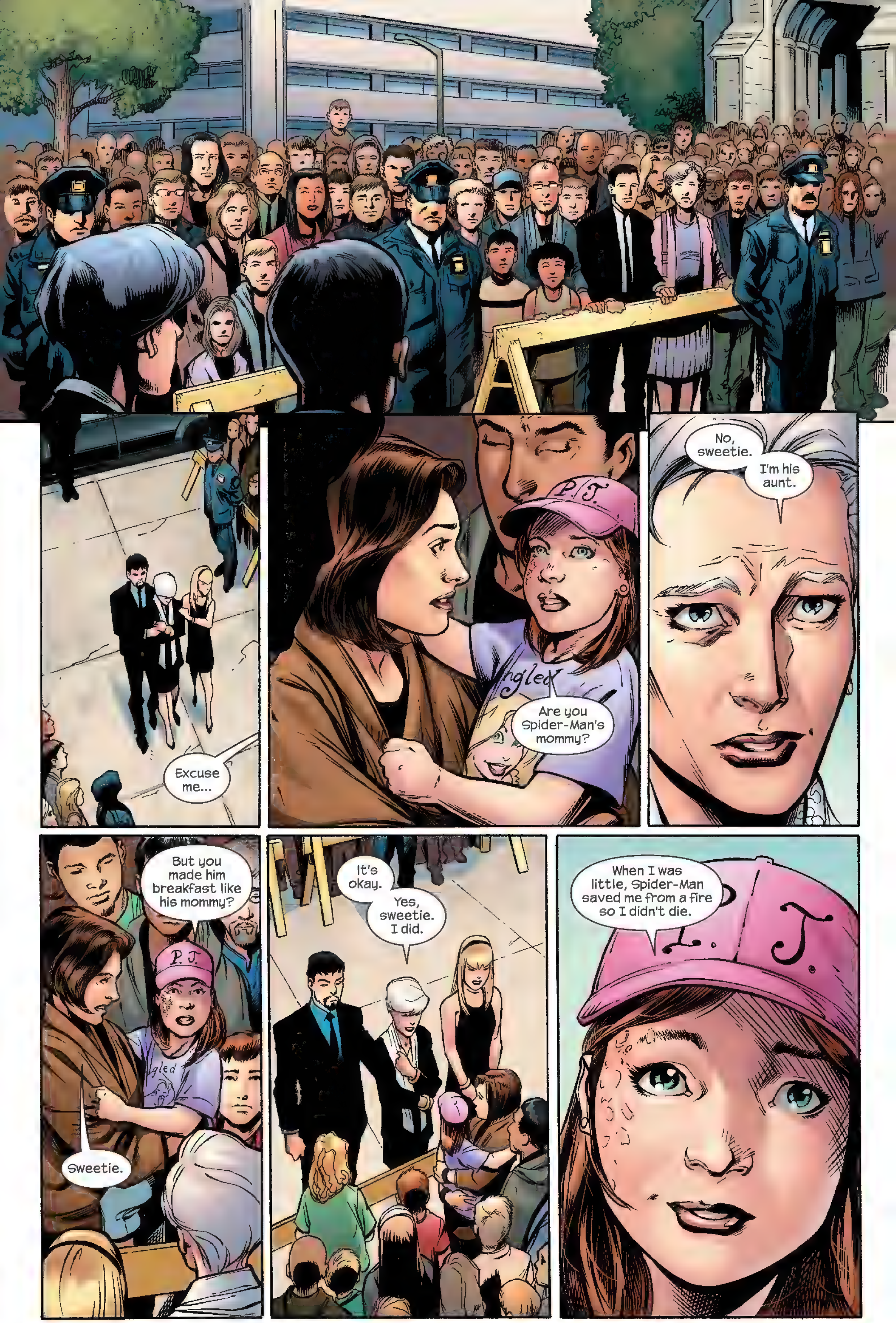

What the hell do you think you're doing?
NICK FURY
She snuck onto secured ground and was taking pictures.
We need to confiscate the--
Who is she?
Take the camera and send her home.
I know *exactly* who she is.
Kid, just once I'm looking the other way.
Go home.
I don't want to see you again.
You killed him!!
I *know* you killed him!!
It wasn't you who pulled the trigger but it was you who had him killed!!
I'm going to prove it and I'm going to make sure *everyone* knows!

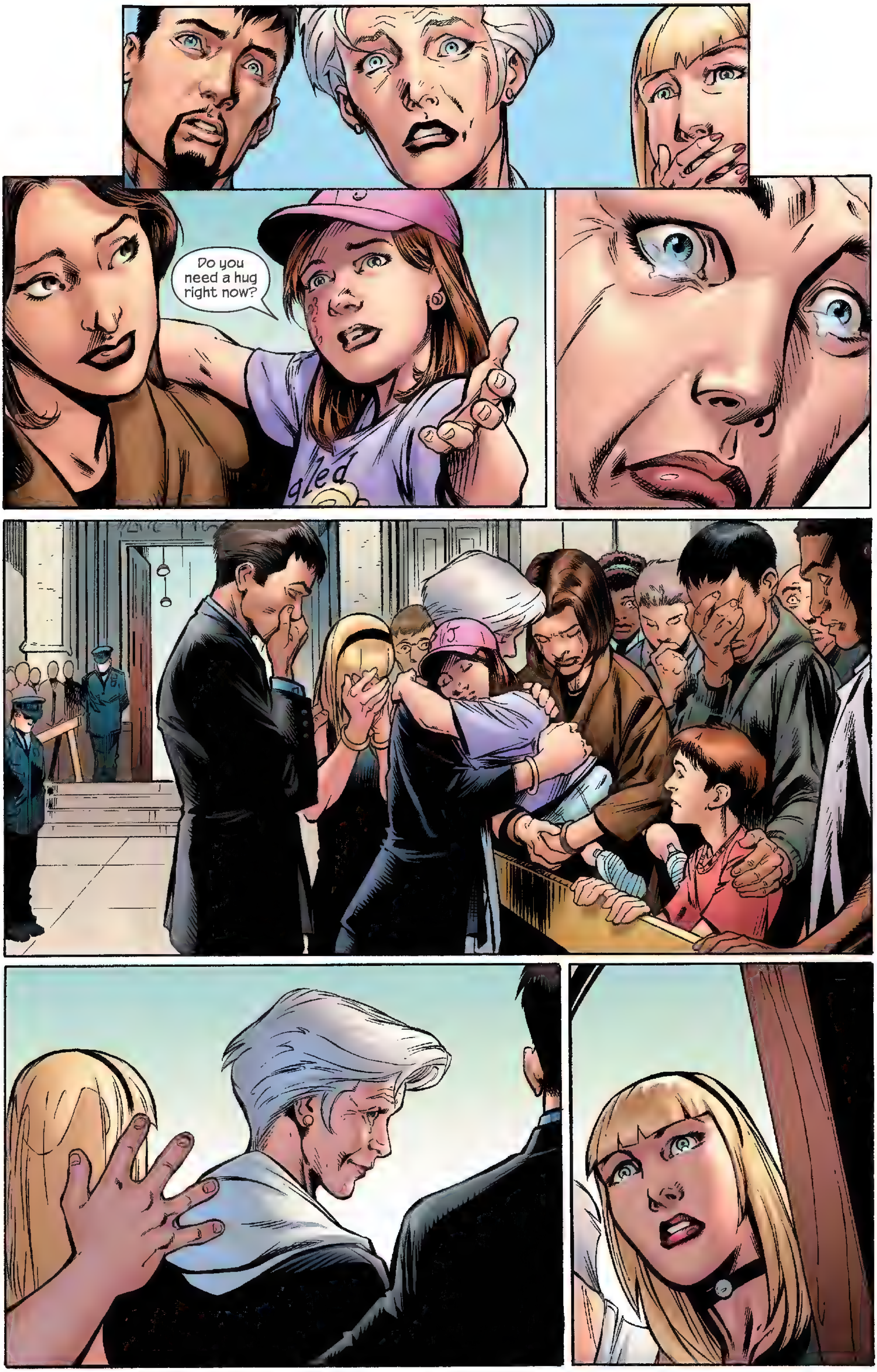

Go home.
Don't come back.
Sir?
Back to work.

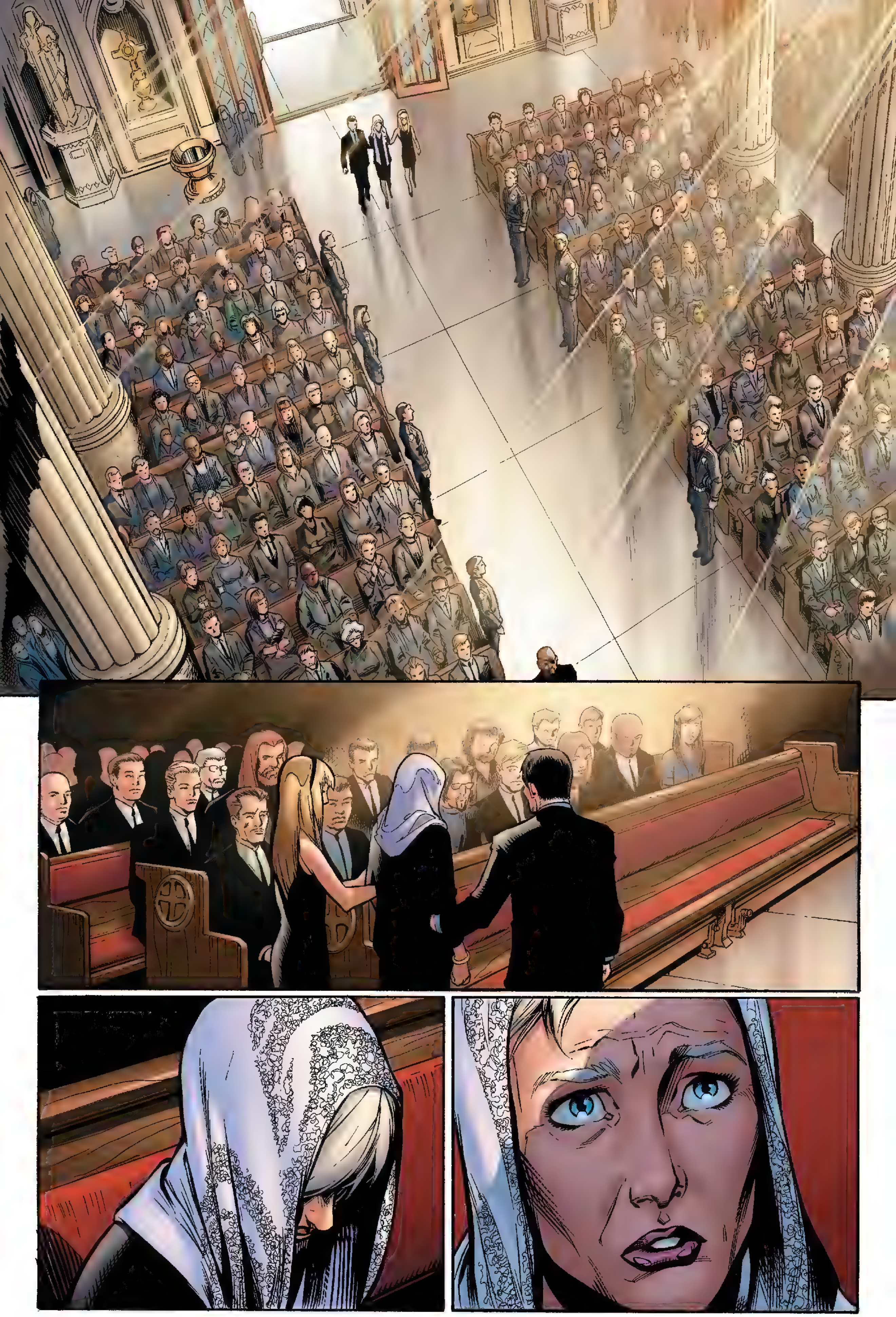

AUNT MAY
Mrs. Parker.
Just so you don't have to worry.
I'm picking up the tab for the funeral and all that entails.
It's not a big deal for me and well...
TONY STARK
I just didn't want you to have to worry.
I-I-I don't want a big thing.
I just want to--
Well...
You might not have much say in the matter.

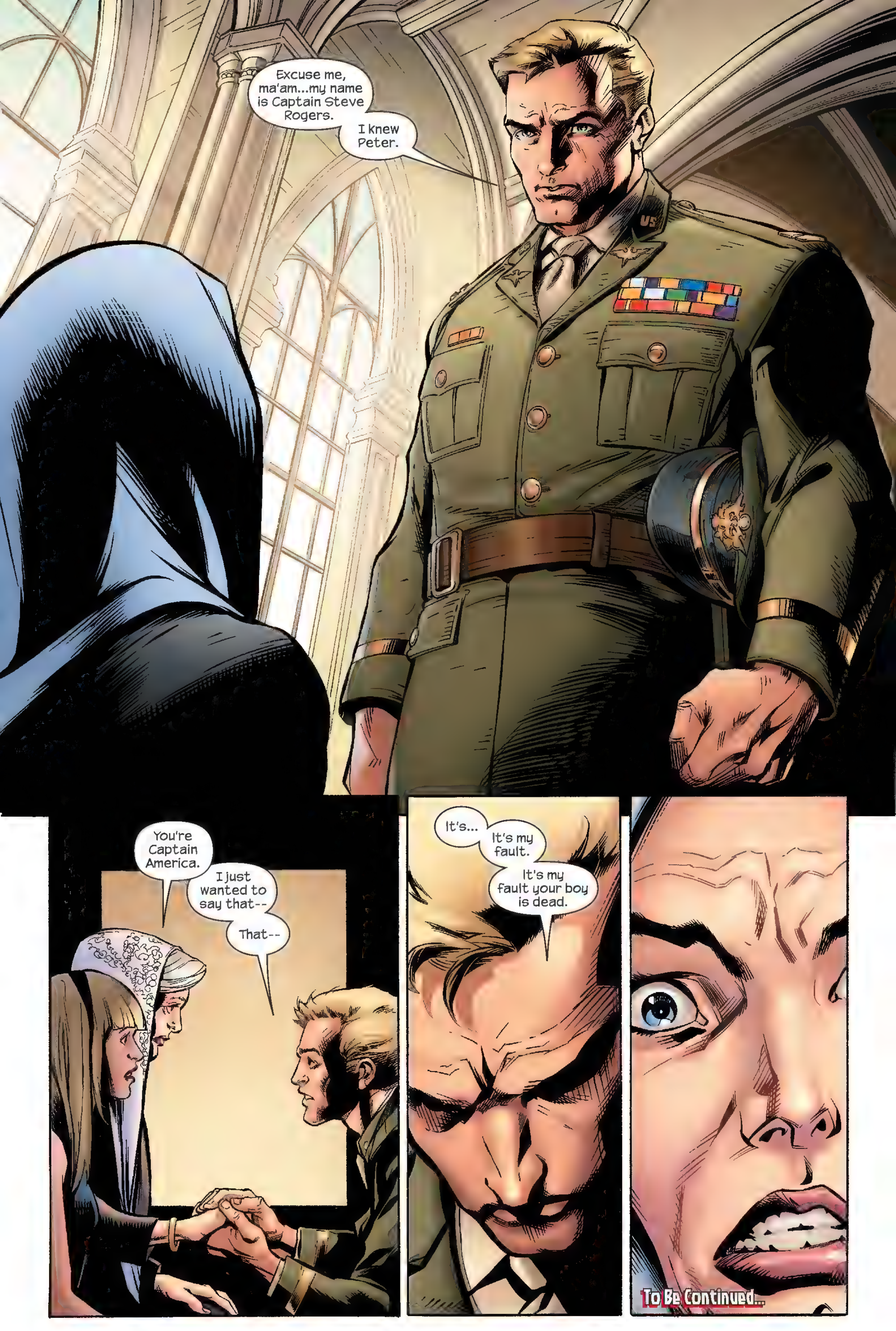



Oh my god.
I... I don't want this.
Ma'am...if you want me to take you home I will.
I-I have no--I have no home.
The hotel.
I-- whereever you need to go. I'll take you, but if I may...
This wasn't planned.
This gathering. This just happened.
If you have it in you...I think you should let it happen.
The city needs to mourn too.
This--right now--this is about more than just people who actually knew him.
That'll have to be--that'll have to be for later.
But that's not my call... it's yours.
Do you-- do you have it in you?
I'll take you home.
No.
No.

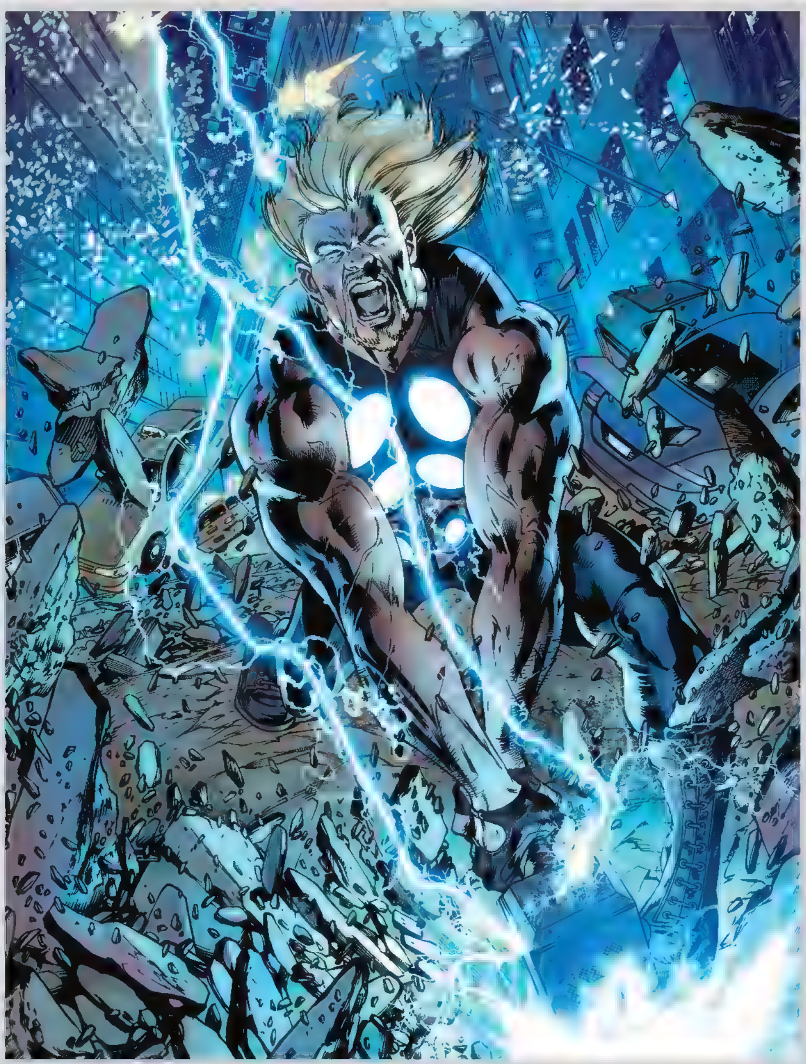

Excuse me...
Are you Spider-Man's mommy?
P.J.
No, sweetie.
I'm his aunt.
But you made him breakfast like his mommy?
Sweetie.
It's okay.
Yes, sweetie. I did.
When I was little, Spider-Man saved me from a fire so I didn't die.


Do you need a hug right now?




Excuse me, ma'am...my name is Captain Steve Rogers.
I knew Peter.
You're Captain America.
I just wanted to say that--
That--
It's...
It's my fault.
It's my fault your boy is dead.
To Be Continued...

NEXT ISSUE



ISSUES 1-6 VARIANT COVERS BY MARKO DJURDJEVIC

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ULTIMATE FALLOUT

SPIDER-MAN NO MORE

MARVEL

ISSUE
2

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ULTIMATE FALLOUT

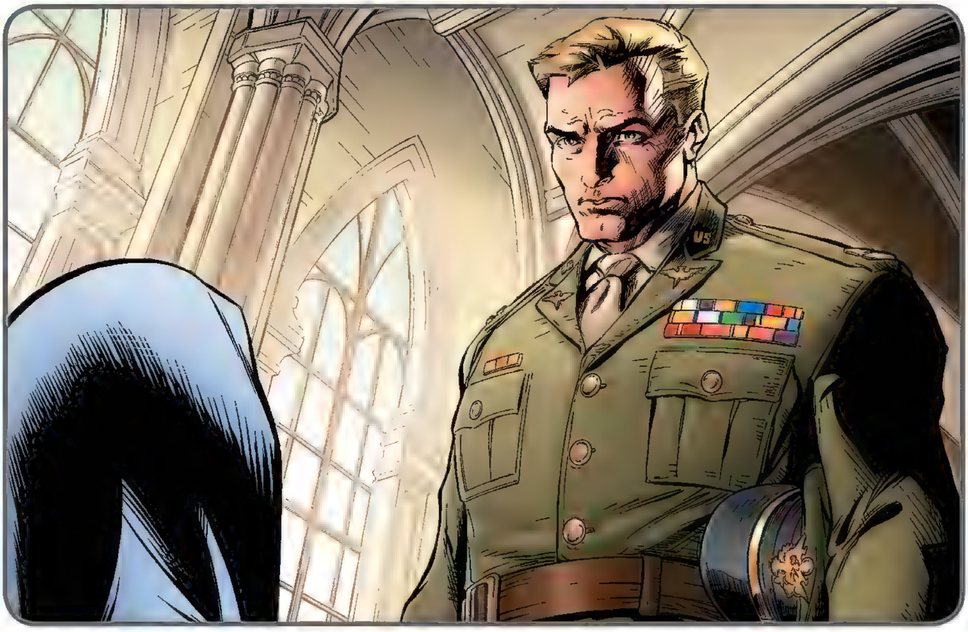
The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Peter Parker died heroically at the hands of Norman Osborn, a.k.a., the Green Goblin, in the arms of his one true love Mary Jane and the woman who raised him, Aunt May.

The world reacts to the death and Tony Stark foots the bill for the biggest funeral in the city's history. Aunt May is confronted by a remorseful Captain America who confides to her that Peter's death is his fault.

Mary Jane Watson, Peter's girlfriend, confronts S.H.I.E.L.D. Director Nick Fury and blames him for the death of Peter.



ULTIMATE FALLOUT

CHAPTER TWO OF SIX

CAPTAIN AMERICA

Writer	Artist	Colorist
Brian Michael Bendis	Gabriel Hardman	Frank Martin

THOR

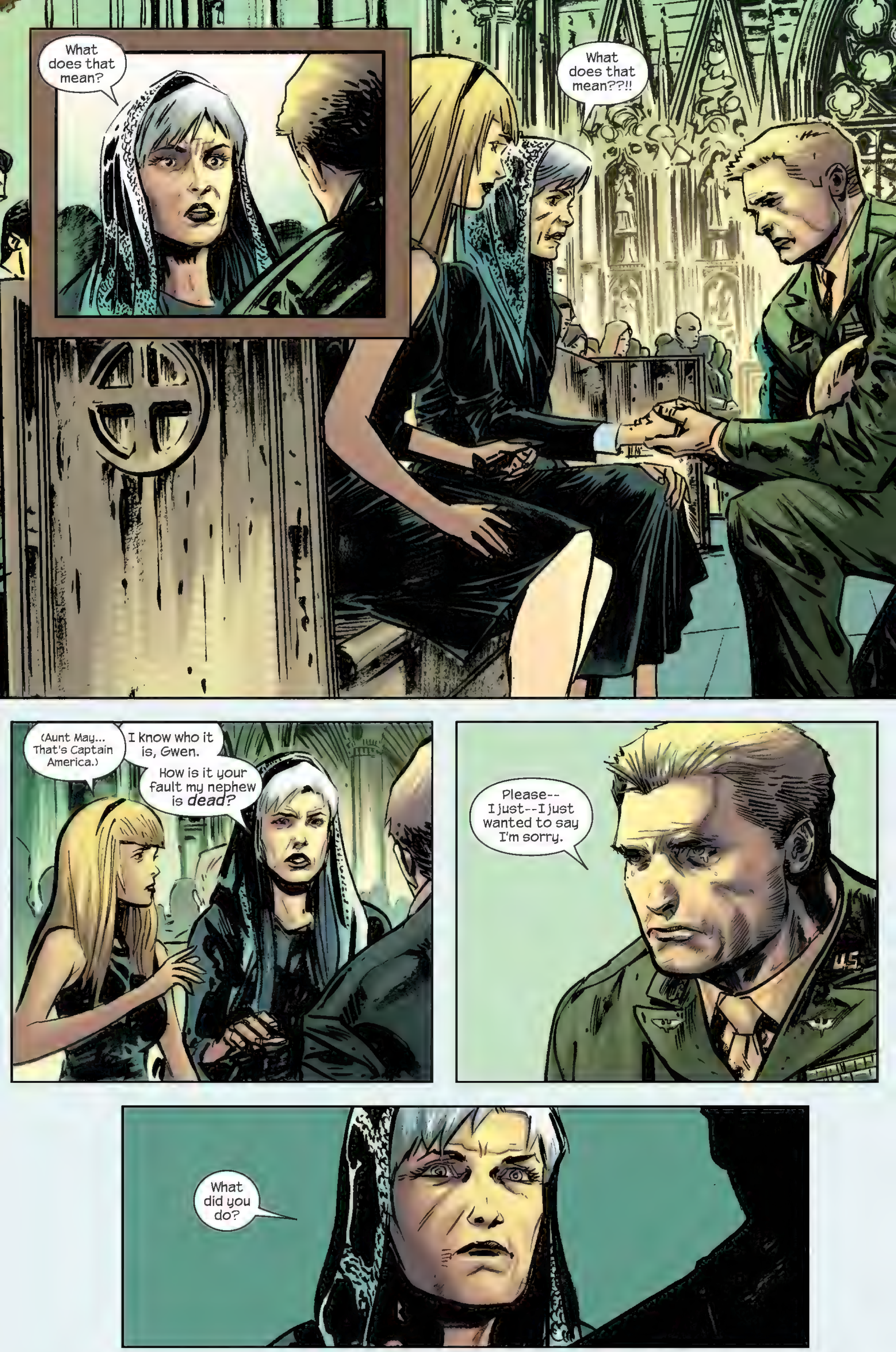
Writer	Penciler	Inker	Colorist
Jonathan Hickman	Bryan Hitch	Paul Neary	Paul Mounts

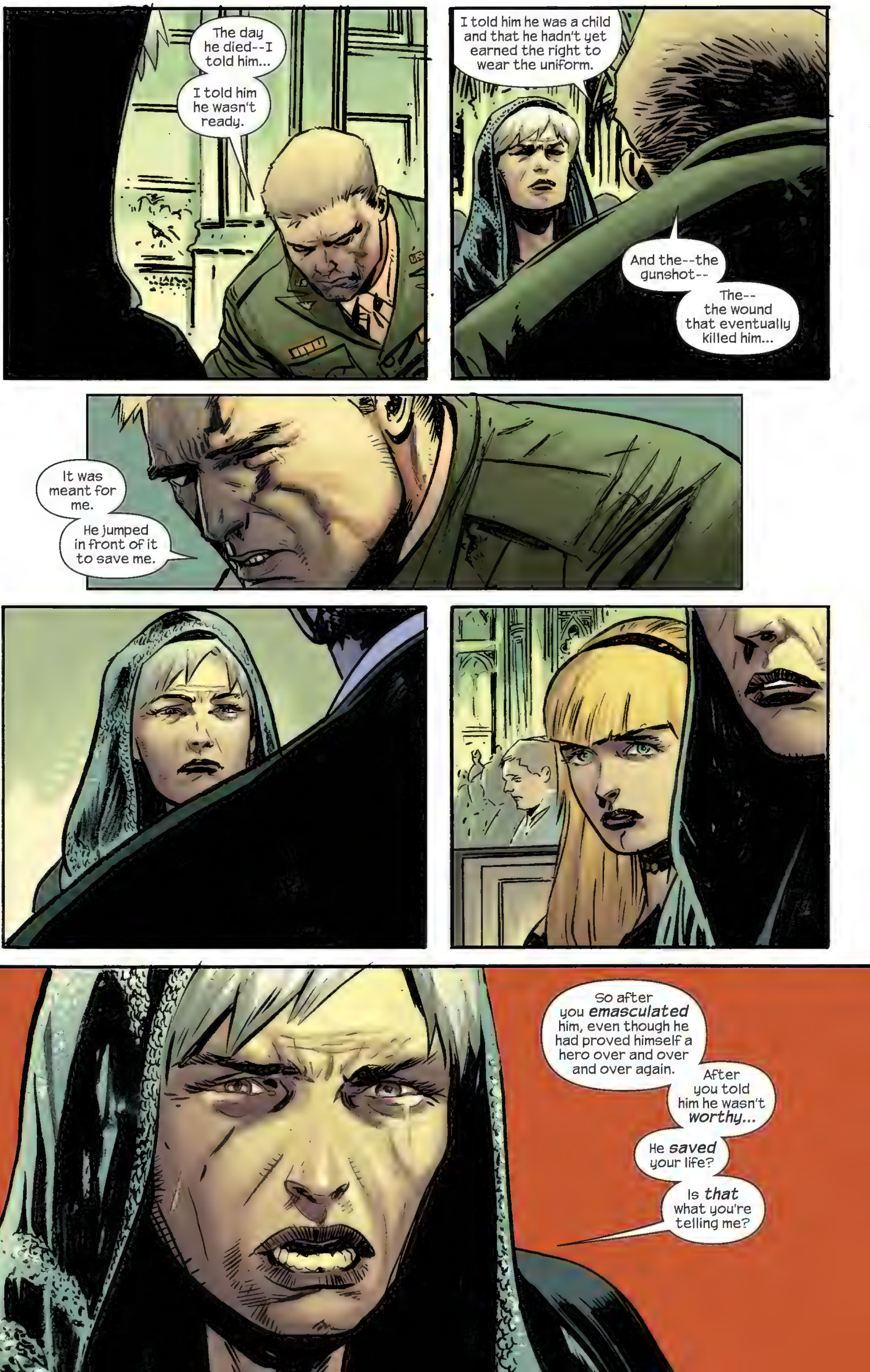
ROGUE

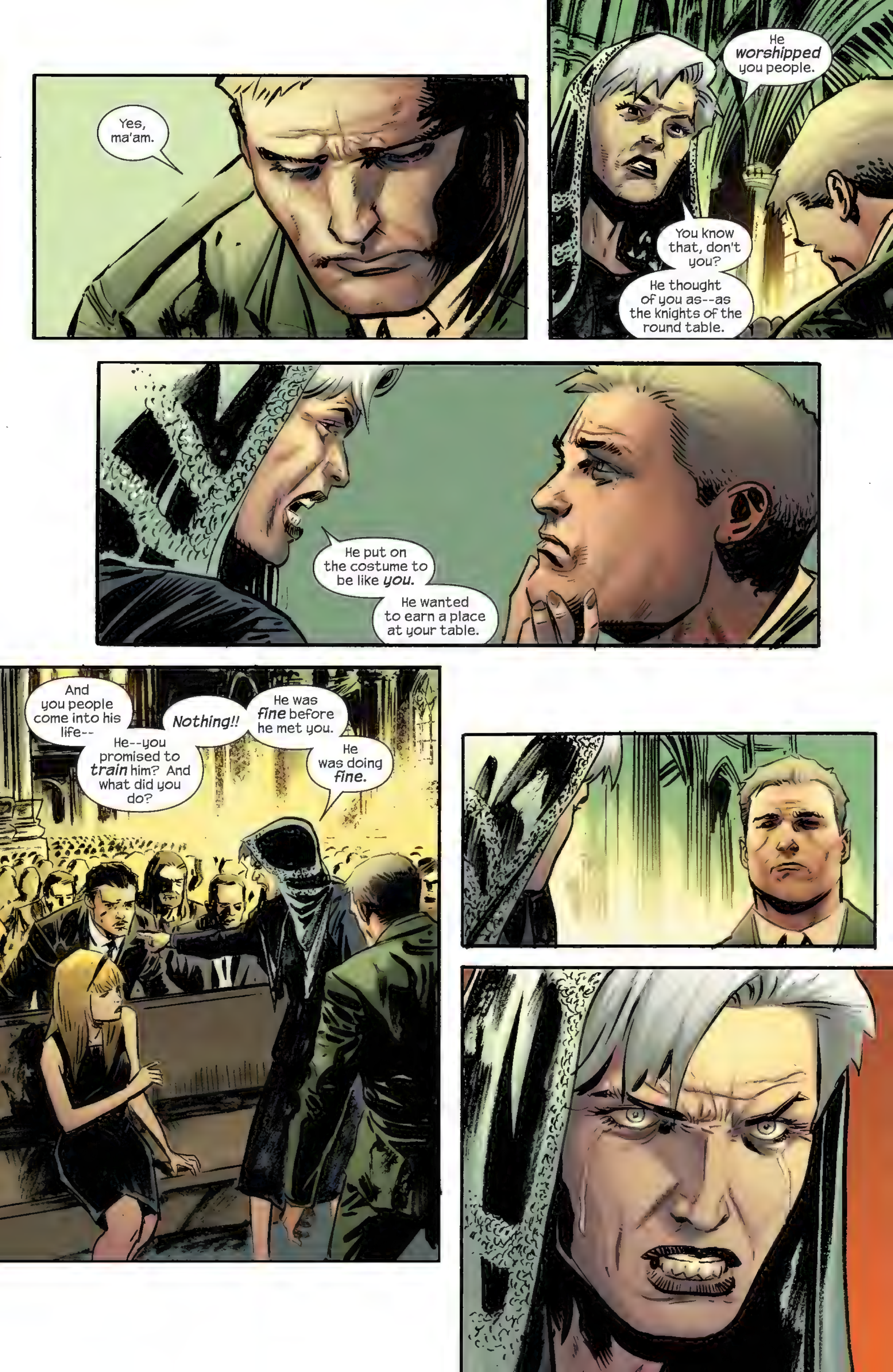
Writer	Penciler	Inker	Colorist
Nick Spencer	Lee Garbett	Roger Bonet	Guru eFX

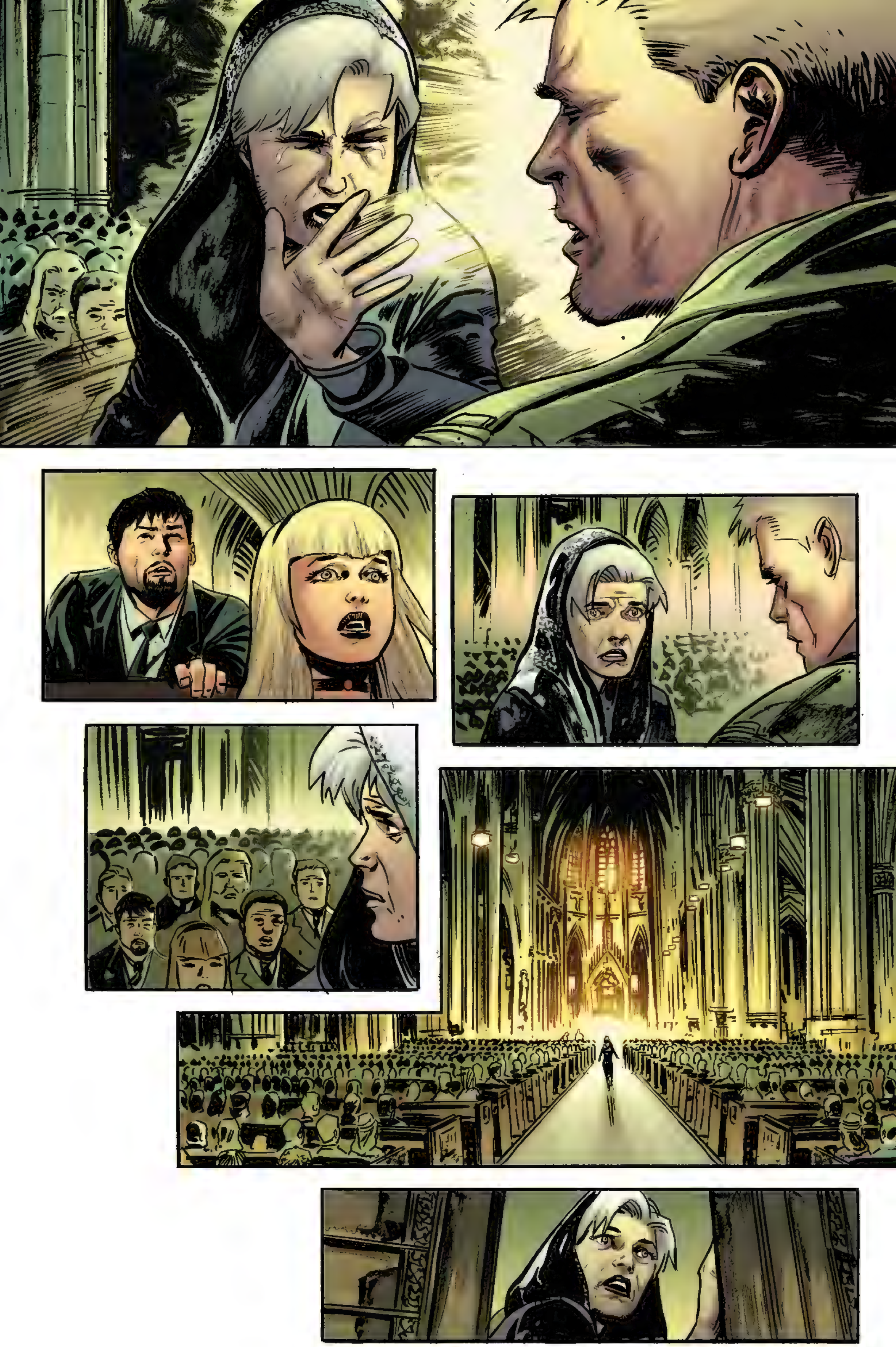
Letterer	Cover Art	Variant Cover	Assistant Editor
VC's Cory Petit	Hitch, Neary, Mounts	Marko Djurdjevic	Sana Amanat

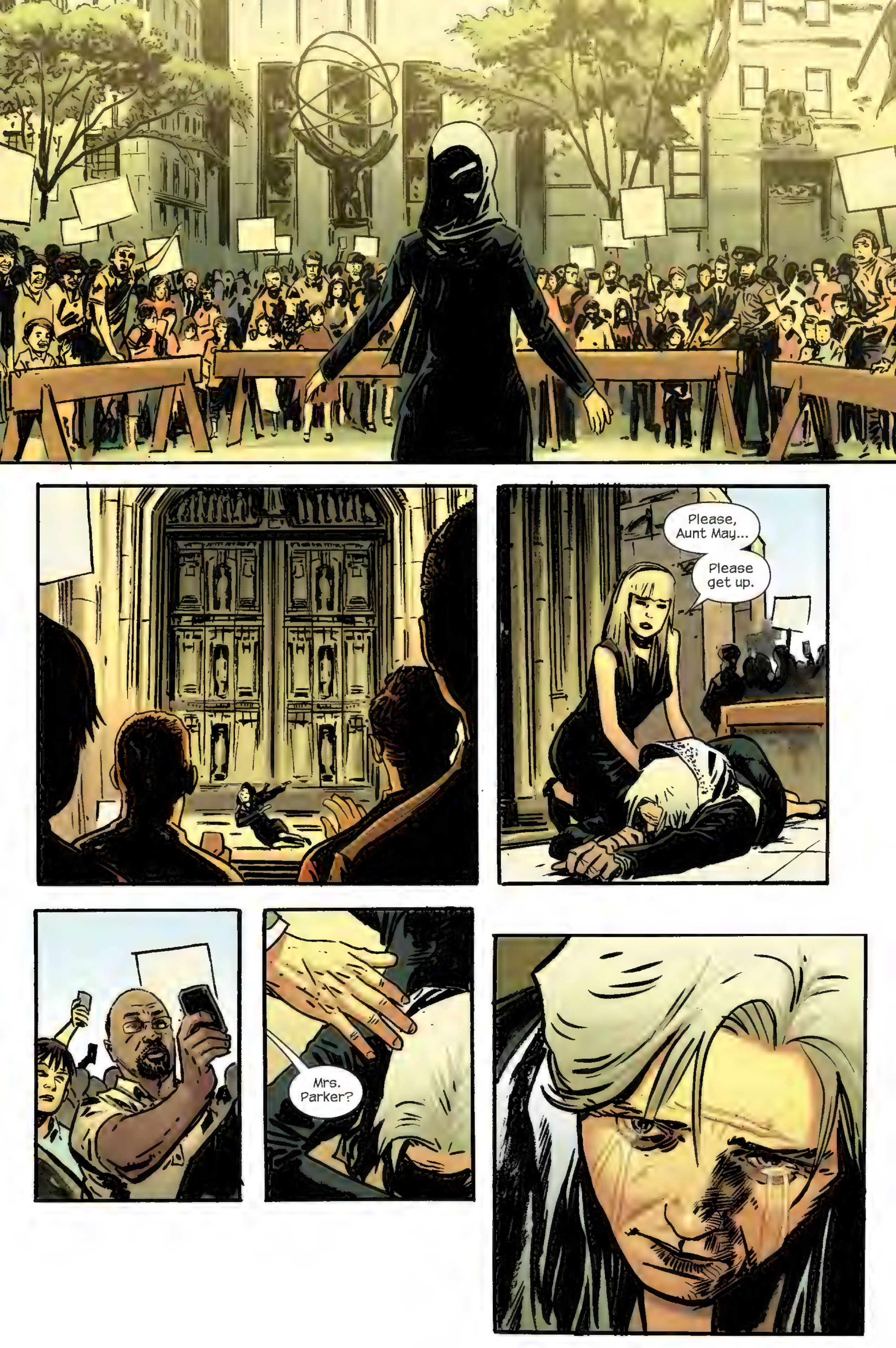
Senior Editor	Editor in Chief	Chief Creative Officer	Publisher	Executive Producer
Mark Paniccia	Axel Alonso	Joe Quesada	Dan Buckley	Alan Fine

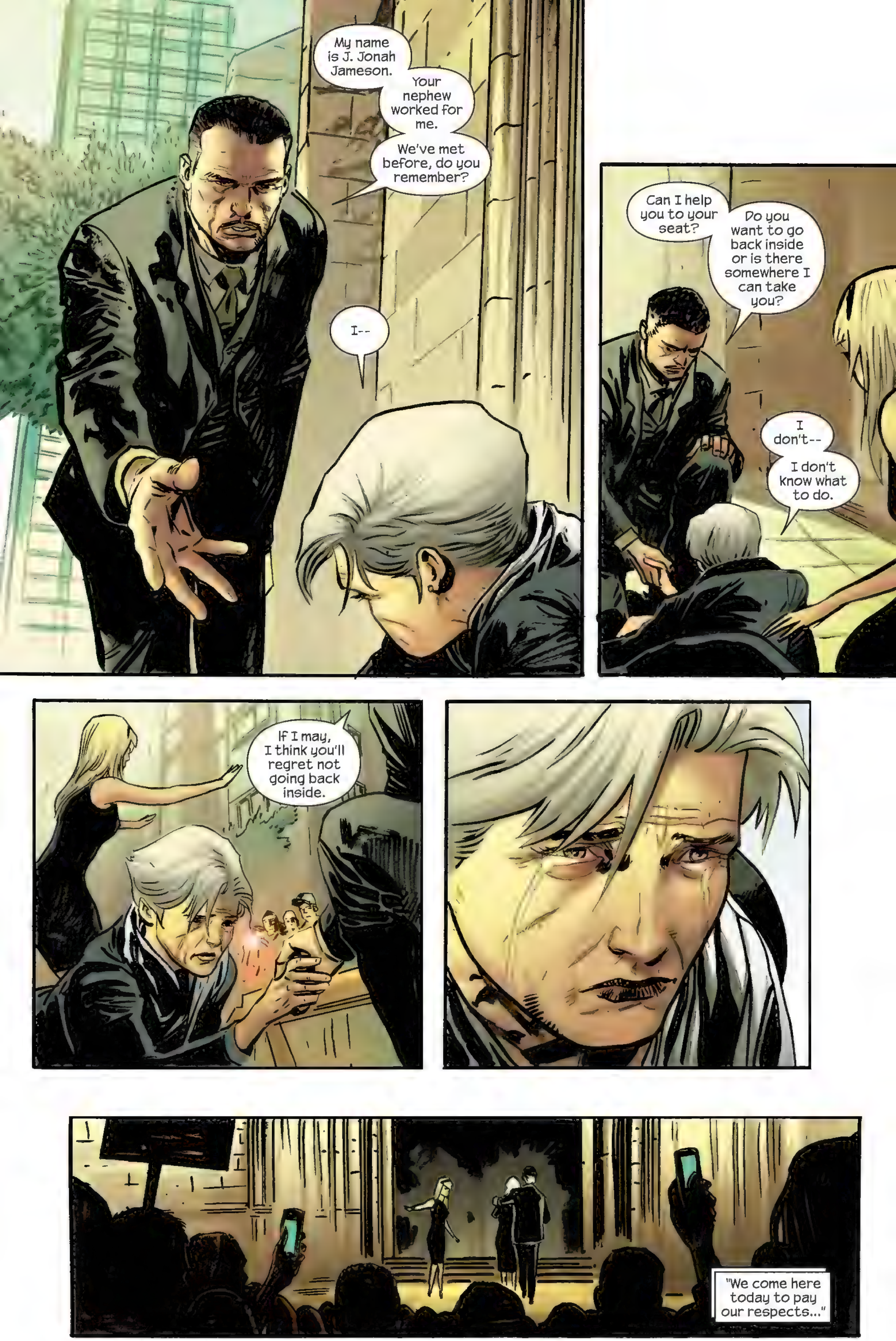

What does that mean?
What does that mean??!!
(Aunt May... That's Captain America.)
I know who it is, Gwen.
How is it your fault my nephew is *dead?*
Please-- I just--I just wanted to say I'm sorry.
U.S.
What did you do?

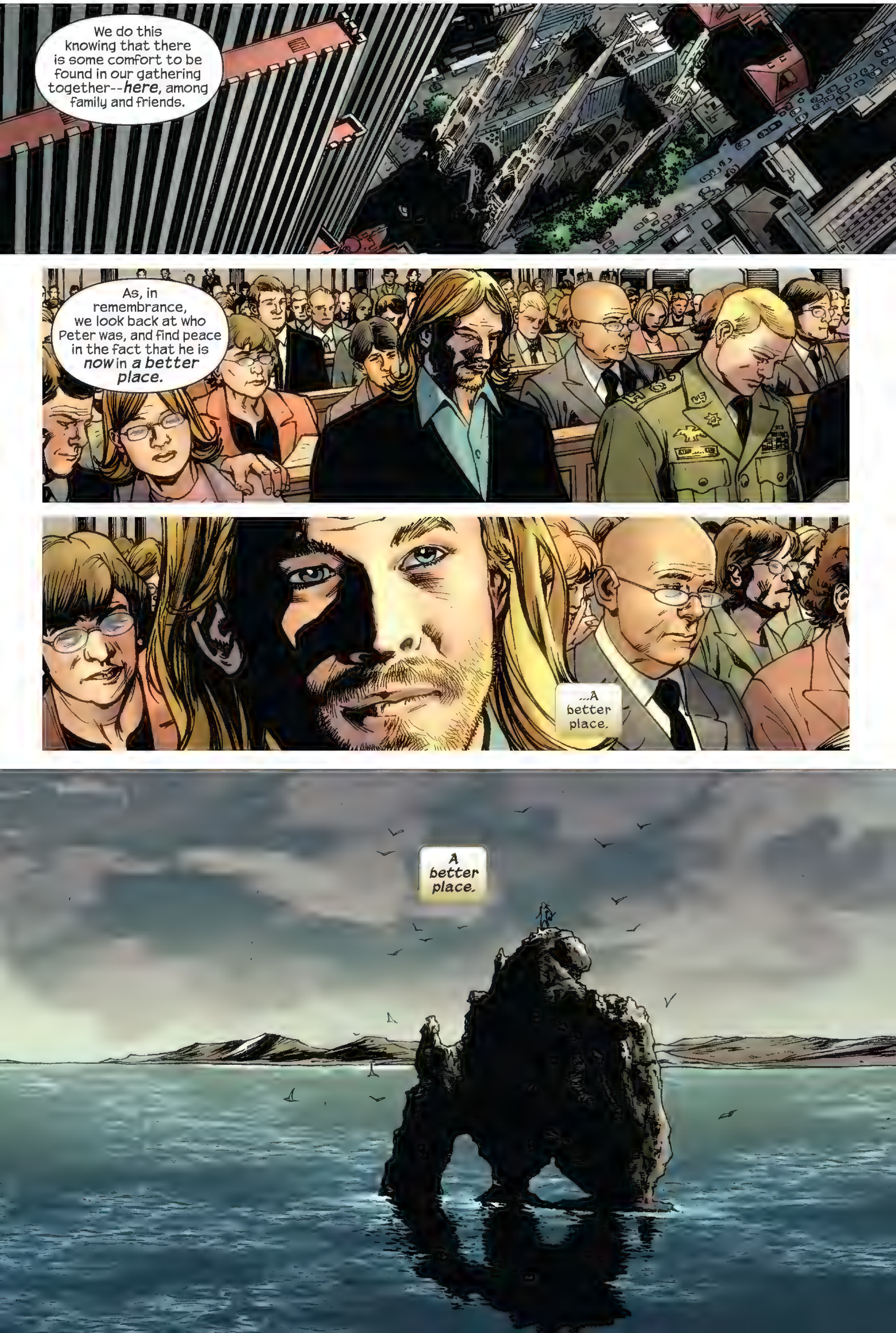

The day he died--I told him...
I told him he wasn't ready.
I told him he was a child and that he hadn't yet earned the right to wear the uniform.
And the--the gunshot--
The-- the wound that eventually killed him...
It was meant for me.
He jumped in front of it to save me.
So after you *emasculated* him, even though he had proved himself a hero over and over and over again.
After you told him he wasn't *worthy*...
He *saved* your life?
Is *that* what you're telling me?

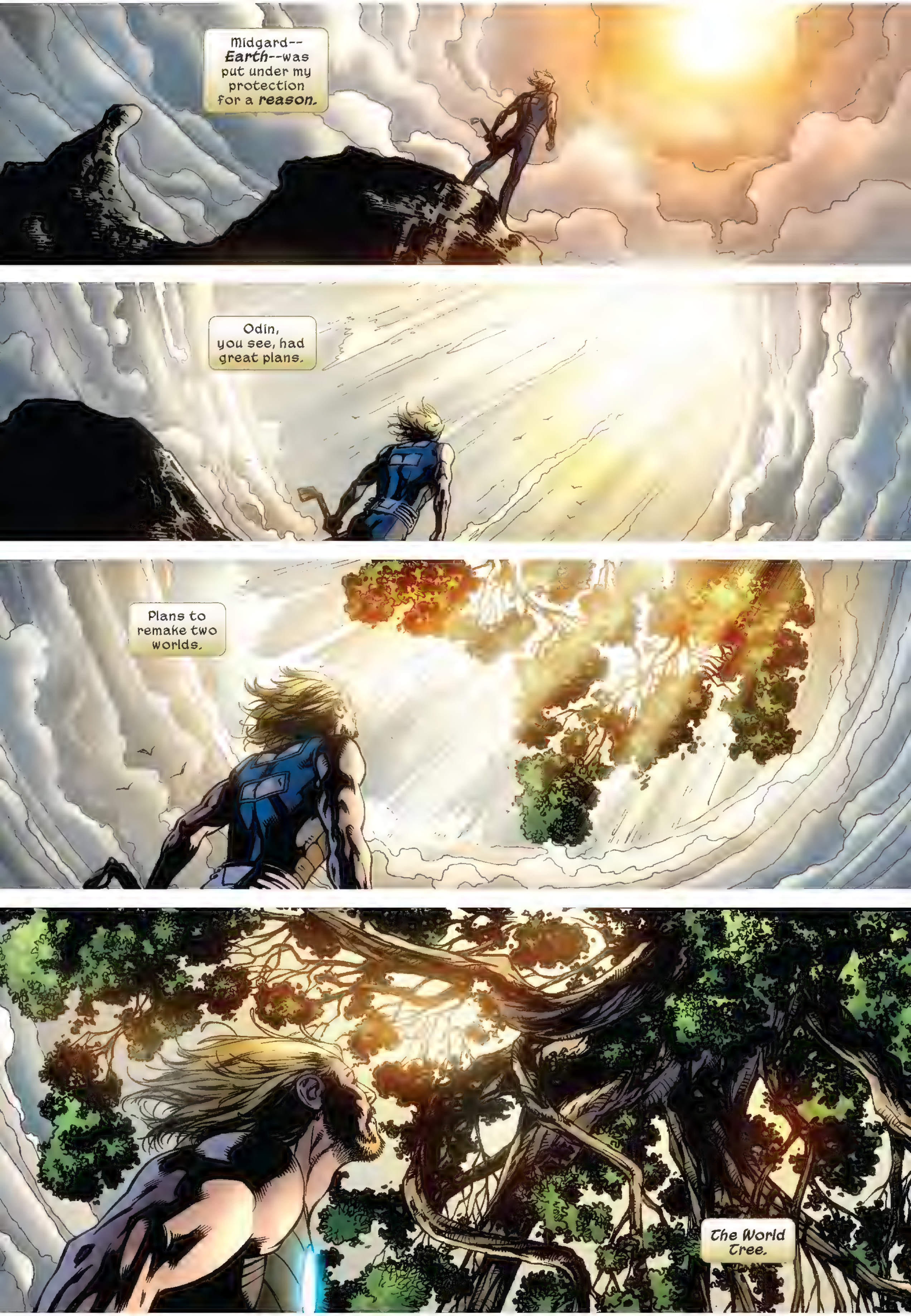

Yes, ma'am.
He *worshipped* you people.
You know that, don't you?
He thought of you as--as the knights of the round table.
He put on the costume to be like *you.*
He wanted to earn a place at your table.
And you people come into his life--
He--you promised to *train* him? And what did you do?
Nothing!!
He was *fine* before he met you.
He was doing *fine.*

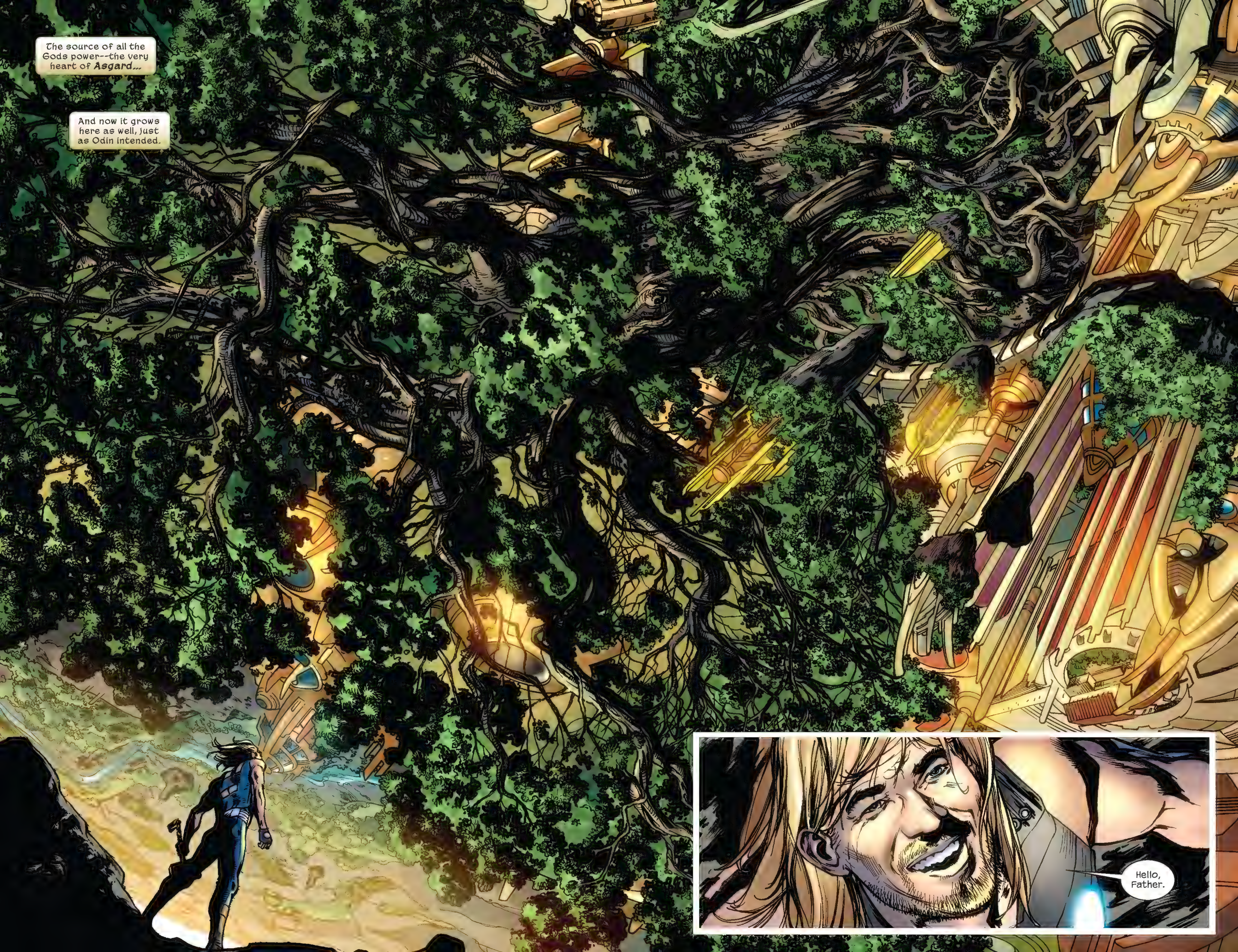


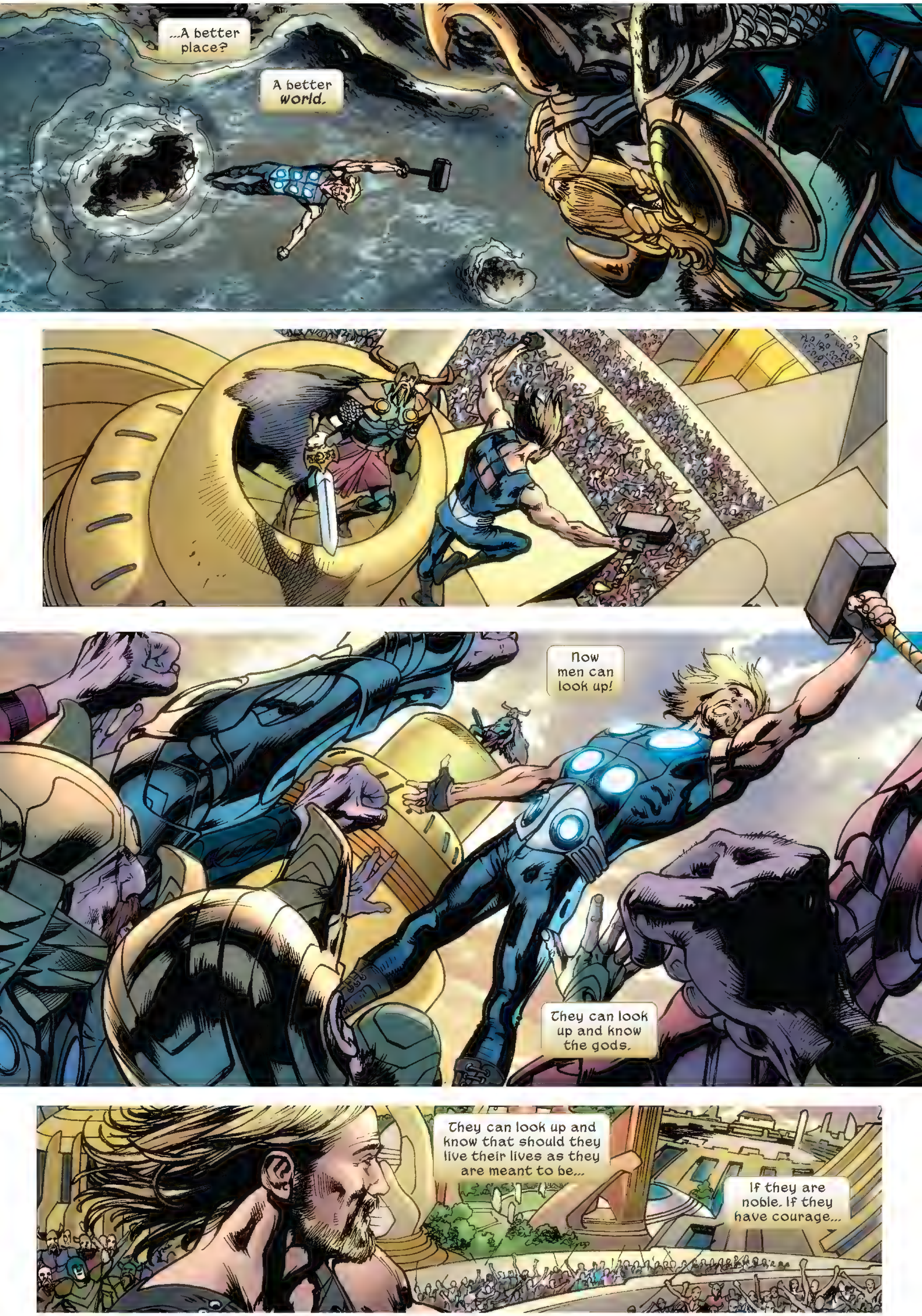

Please, Aunt May...
Please get up.
Mrs. Parker?

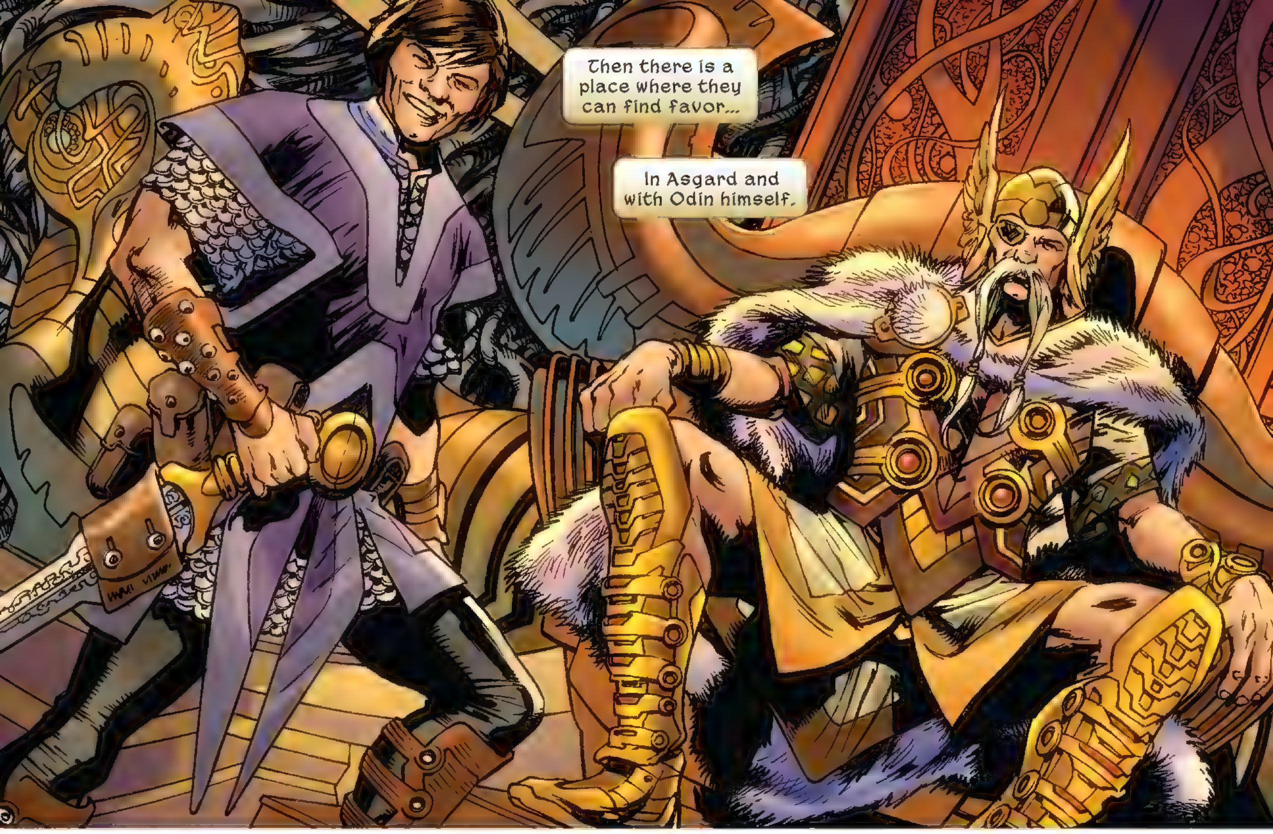

My name is J. Jonah Jameson.
Your nephew worked for me.
We've met before, do you remember?
I--
Can I help you to your seat?
Do you want to go back inside or is there somewhere I can take you?
I don't--
I don't know what to do.
If I may, I think you'll regret not going back inside.
"We come here today to pay our respects..."

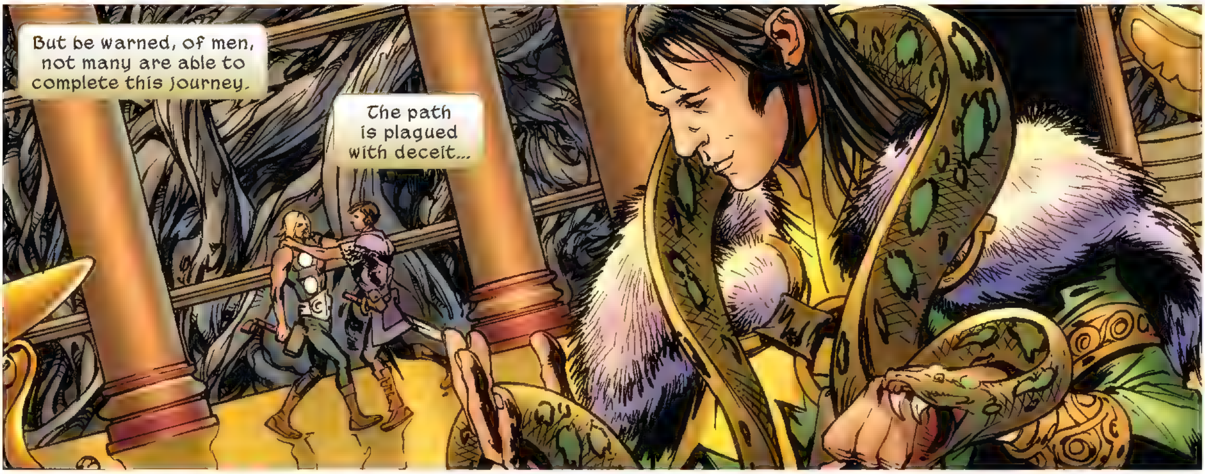

We do this knowing that there is some comfort to be found in our gathering together--*here*, among family and friends.
As, in remembrance, we look back at who Peter was, and find peace in the fact that he is *now* in *a better place.*
...A better place.
A better place.

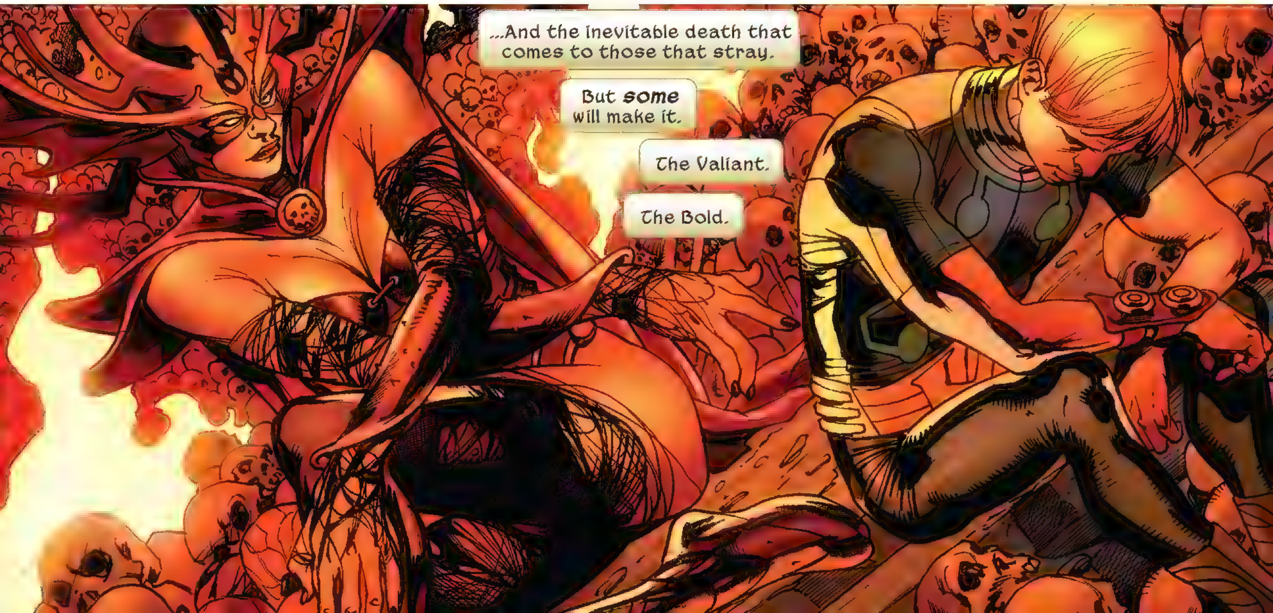

Midgard--*Earth*--was put under my protection for a ***reason.***
Odin, you see, had great plans.
Plans to remake two worlds.
The World Tree.

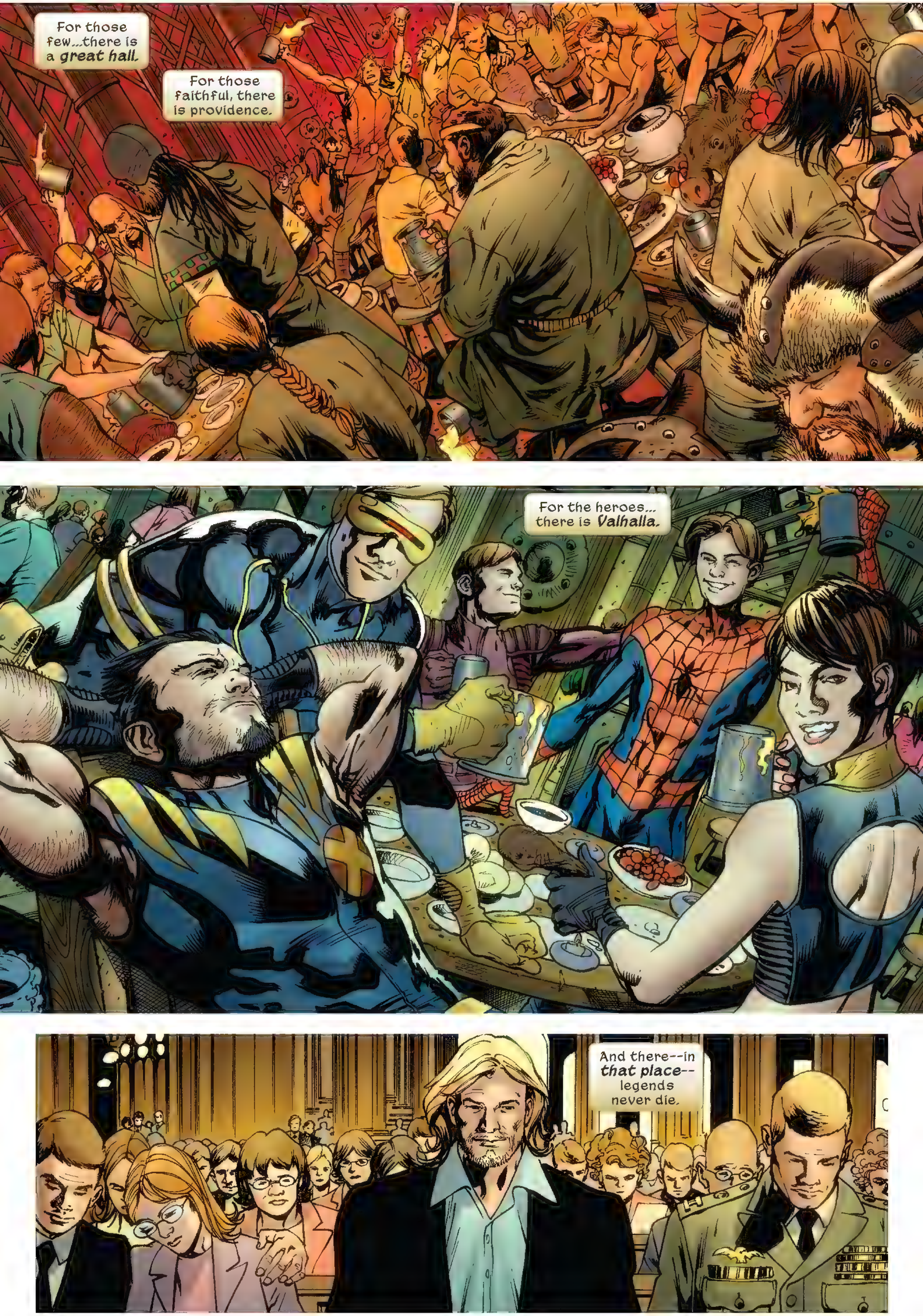

The source of all the Gods power--the very heart of **Asgard...**
And now it grows here as well, just as Odin intended.
Hello, Father.

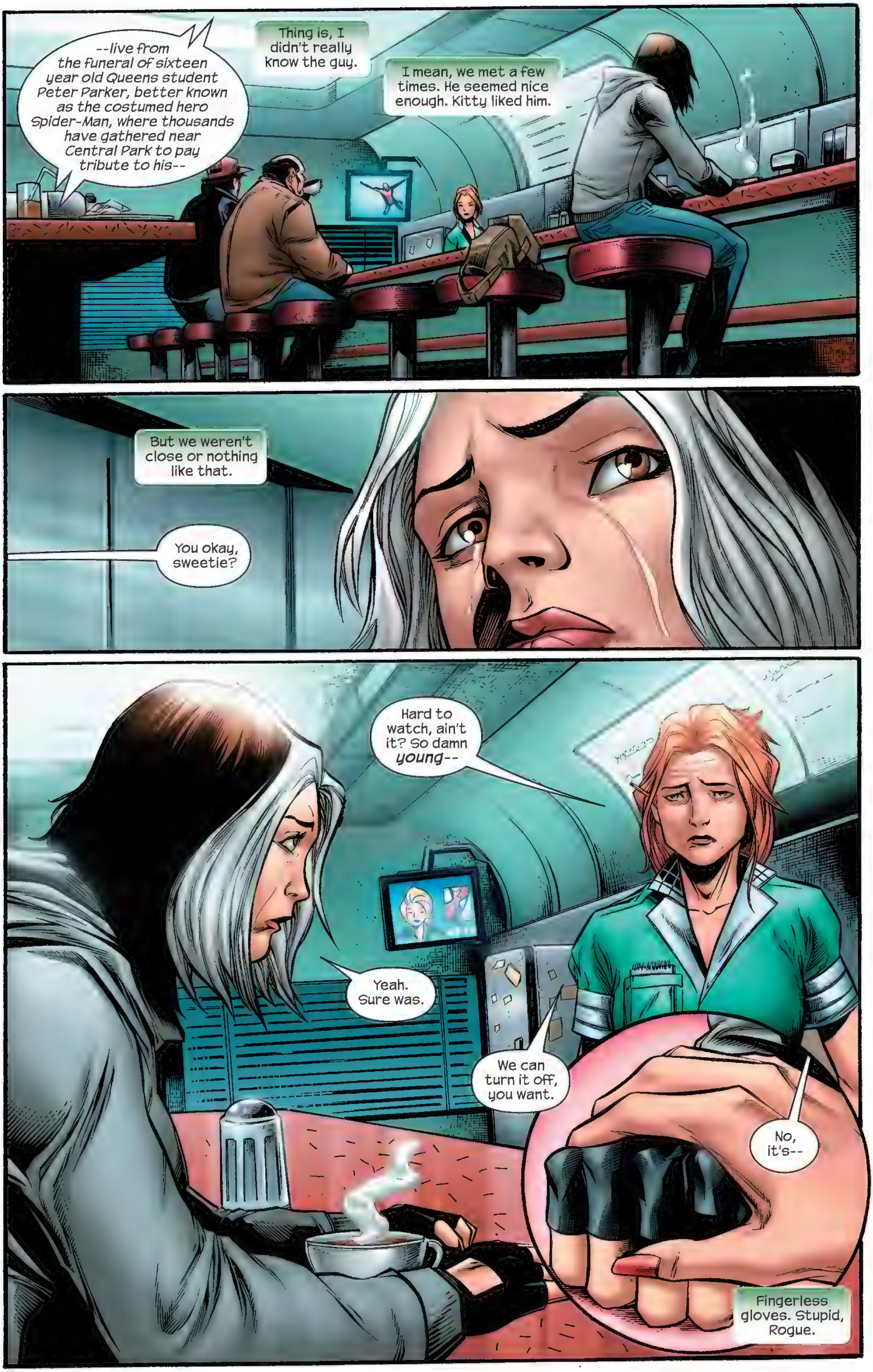

...A better place?
A better world.
Now men can look up!
They can look up and know the gods.
They can look up and know that should they live their lives as they are meant to be...
If they are noble. If they have courage...

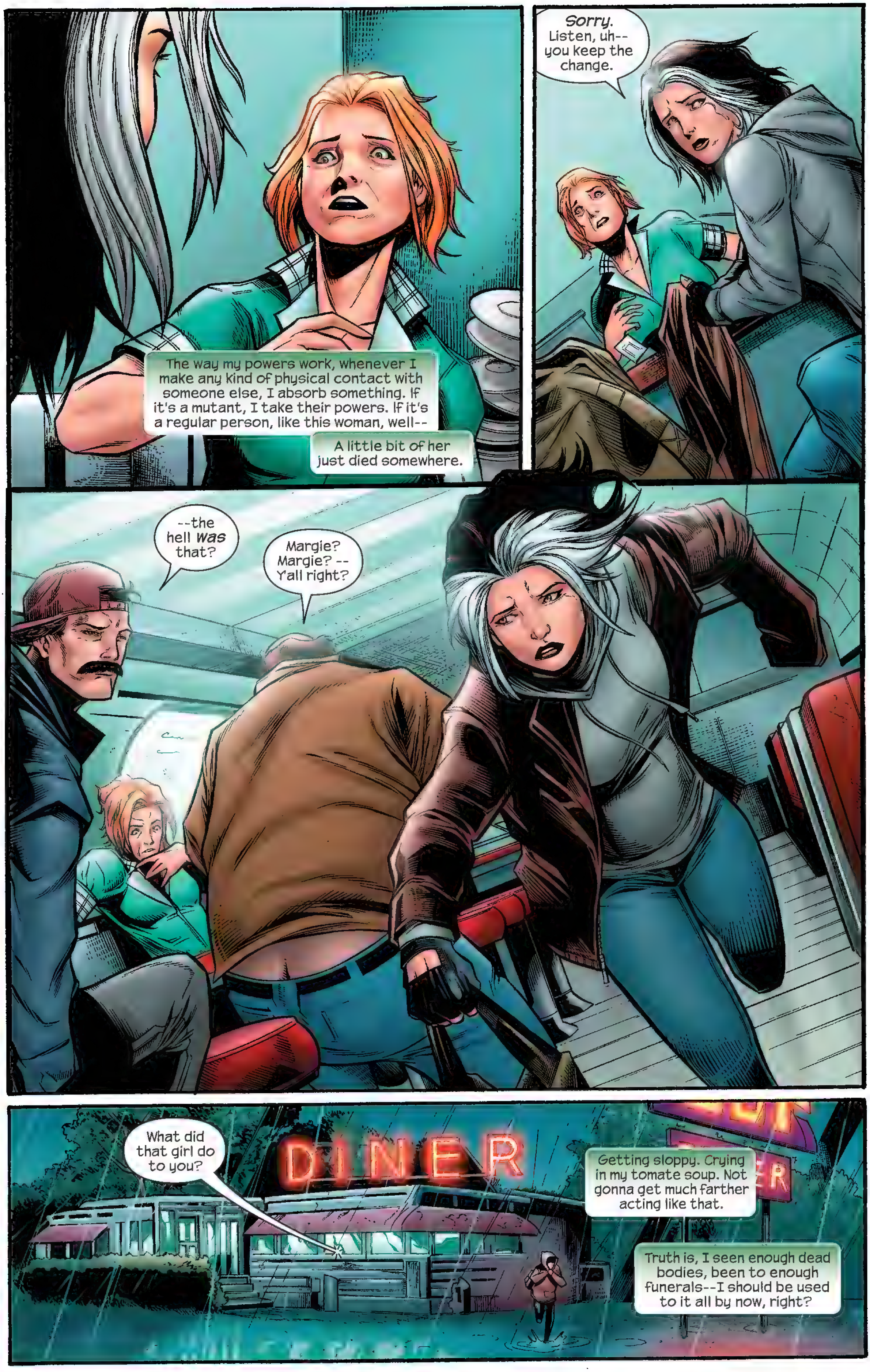

Then there is a place where they can find favor...
In Asgard and with Odin himself.

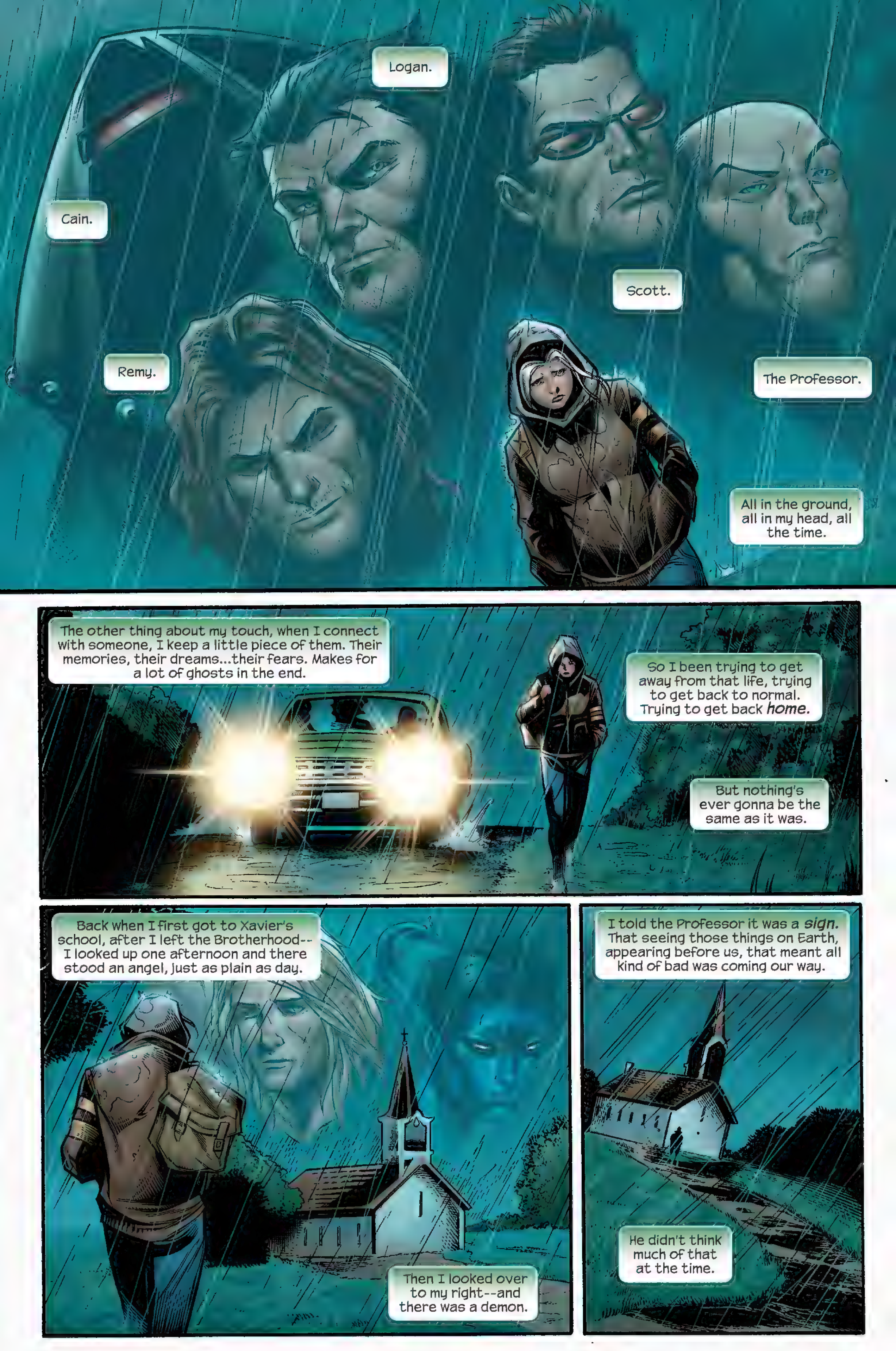

But be warned, of men, not many are able to complete this journey.
The path is plagued with deceit...

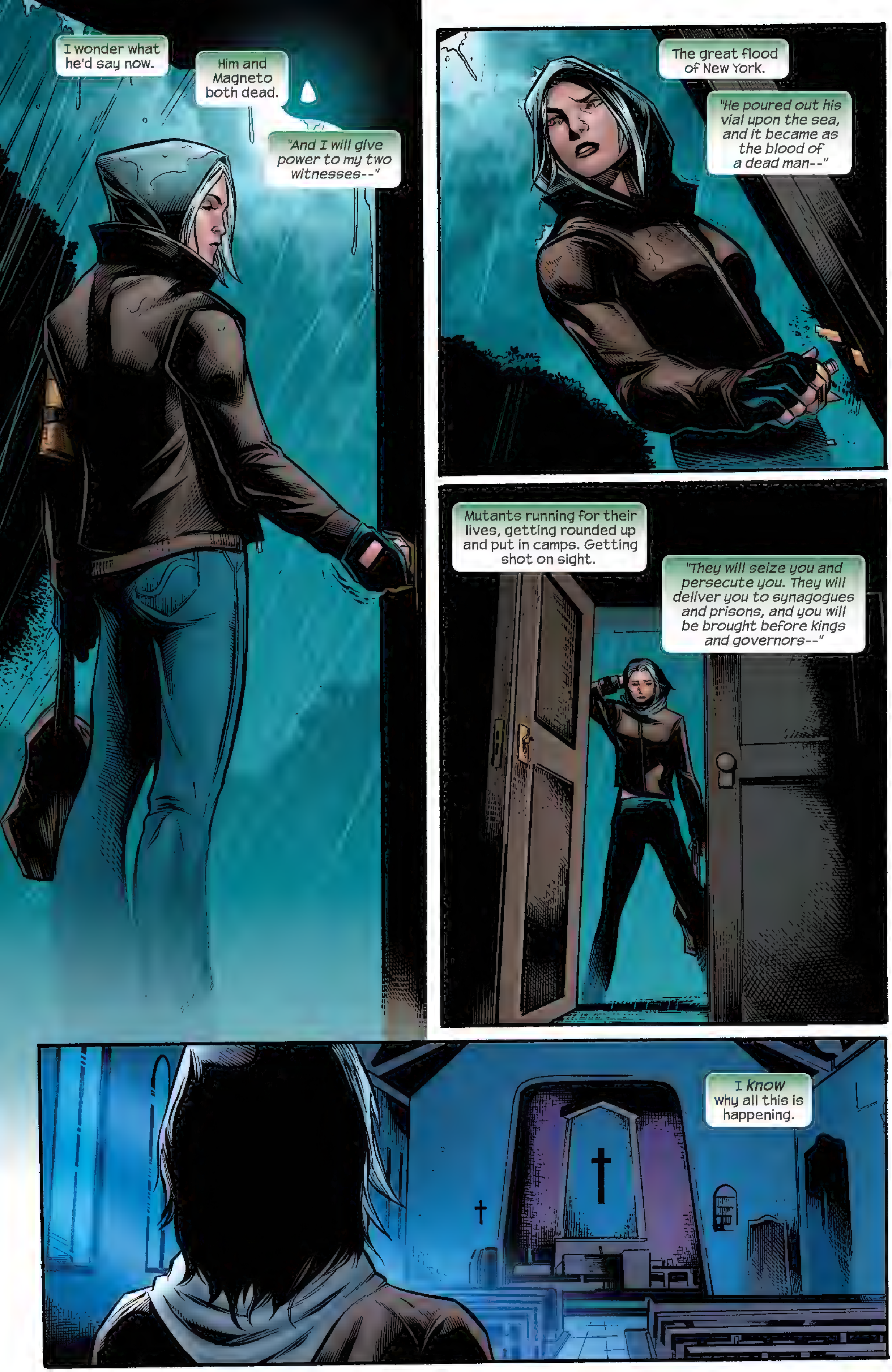

...And the inevitable death that comes to those that stray.
But **some** will make it.
The Valiant.
The Bold.

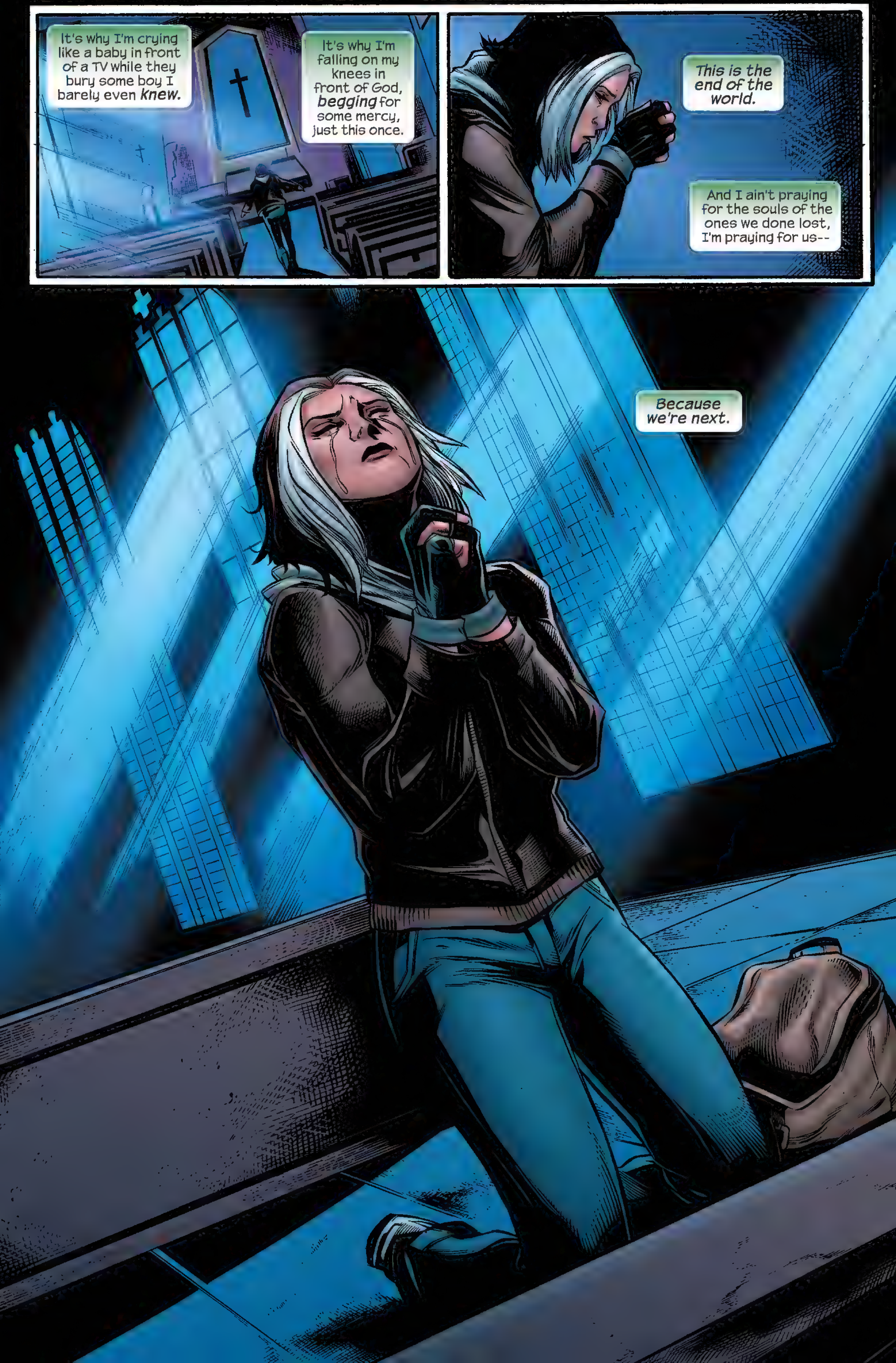

For those few...there is a great hall.
For those faithful, there is providence.
For the heroes... there is Valhalla.
And there--in that place--legends never die.

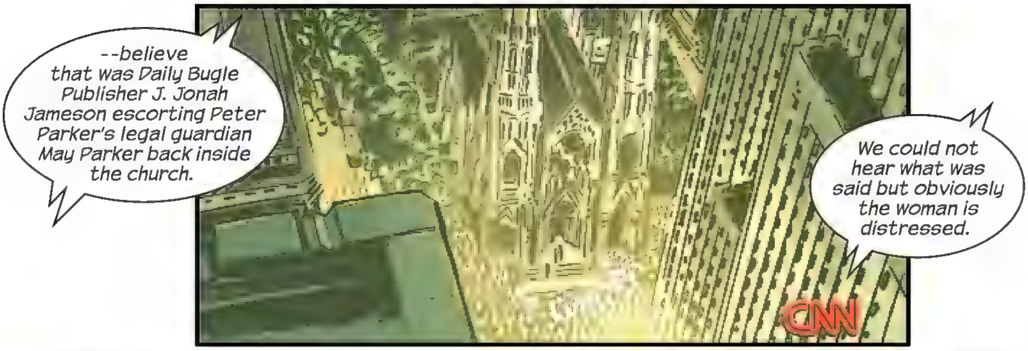

--live from the funeral of sixteen year old Queens student Peter Parker, better known as the costumed hero Spider-Man, where thousands have gathered near Central Park to pay tribute to his--
Thing is, I didn't really know the guy.
I mean, we met a few times. He seemed nice enough. Kitty liked him.
But we weren't close or nothing like that.
You okay, sweetie?
Hard to watch, ain't it? So damn *young*--
Yeah. Sure was.
We can turn it off, you want.
No, it's--
Fingerless gloves. Stupid, Rogue.

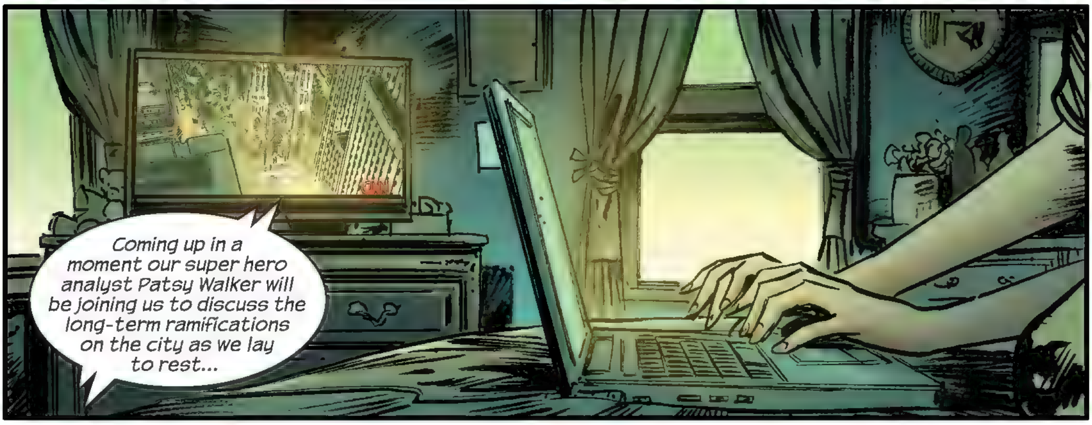

The way my powers work, whenever I make any kind of physical contact with someone else, I absorb something. If it's a mutant, I take their powers. If it's a regular person, like this woman, well--
A little bit of her just died somewhere.
Sorry. Listen, uh-- you keep the change.
--the hell *was* that?
Margie? Margie? -- Y'all right?
DINER
What did that girl do to you?
Getting sloppy. Crying in my tomato soup. Not gonna get much farther acting like that.
Truth is, I seen enough dead bodies, been to enough funerals--I should be used to it all by now, right?

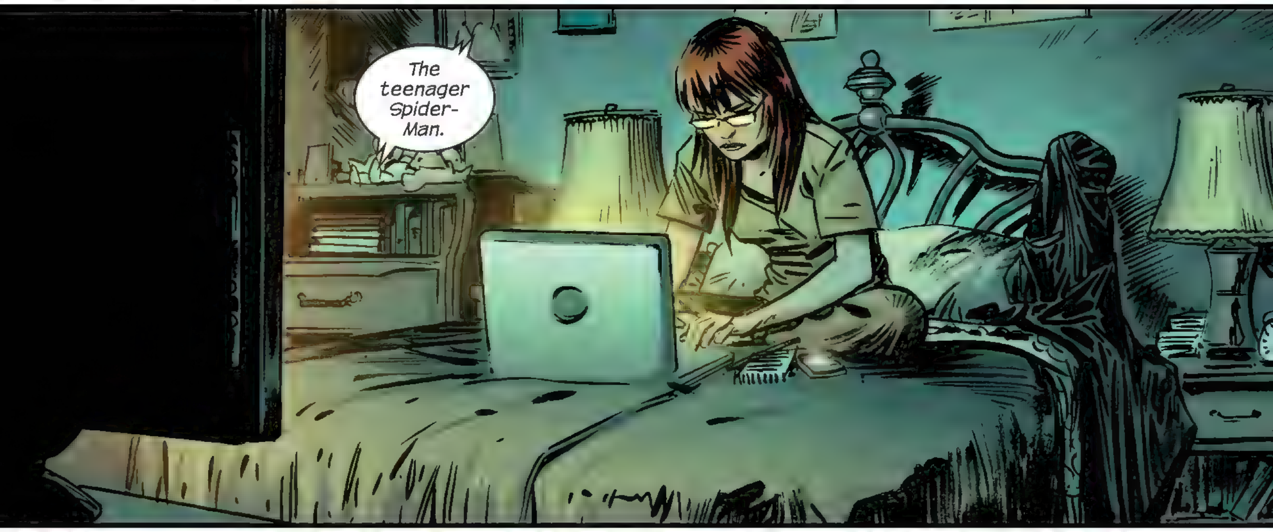

Logan.
Cain.
Scott.
Remy.
The Professor.
All in the ground, all in my head, all the time.
The other thing about my touch, when I connect with someone, I keep a little piece of them. Their memories, their dreams...their fears. Makes for a lot of ghosts in the end.
So I been trying to get away from that life, trying to get back to normal. Trying to get back *home.*
But nothing's ever gonna be the same as it was.
Back when I first got to Xavier's school, after I left the Brotherhood--I looked up one afternoon and there stood an angel, just as plain as day.
Then I looked over to my right--and there was a demon.
I told the Professor it was a *sign.* That seeing those things on Earth, appearing before us, that meant all kind of bad was coming our way.
He didn't think much of that at the time.

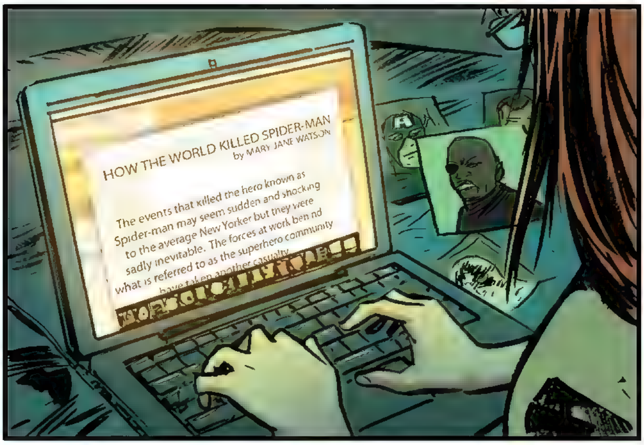

I wonder what he'd say now.
Him and Magneto both dead.
"And I will give power to my two witnesses--"
The great flood of New York.
"He poured out his vial upon the sea, and it became as the blood of a dead man--"
Mutants running for their lives, getting rounded up and put in camps. Getting shot on sight.
"They will seize you and persecute you. They will deliver you to synagogues and prisons, and you will be brought before kings and governors--"
I *know* why all this is happening.


It's why I'm crying like a baby in front of a TV while they bury some boy I barely even *knew*.
It's why I'm falling on my knees in front of God, ***begging*** for some mercy, just this once.
This is the end of the world.
And I ain't praying for the souls of the ones we done lost, I'm praying for us--
Because we're next.


--believe that was Daily Bugle Publisher J. Jonah Jameson escorting Peter Parker's legal guardian May Parker back inside the church.
We could not hear what was said but obviously the woman is distressed.
CNN


Coming up in a moment our super hero analyst Patsy Walker will be joining us to discuss the long-term ramifications on the city as we lay to rest...

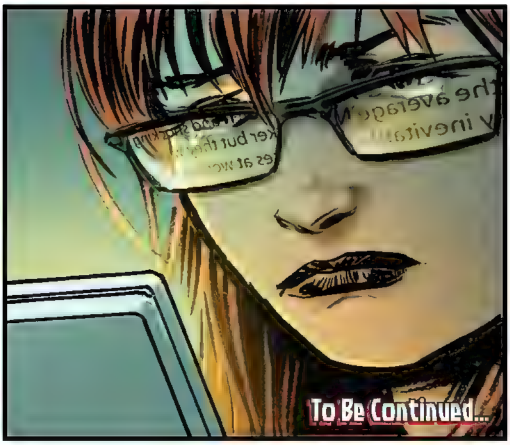

The teenager Spider-Man.



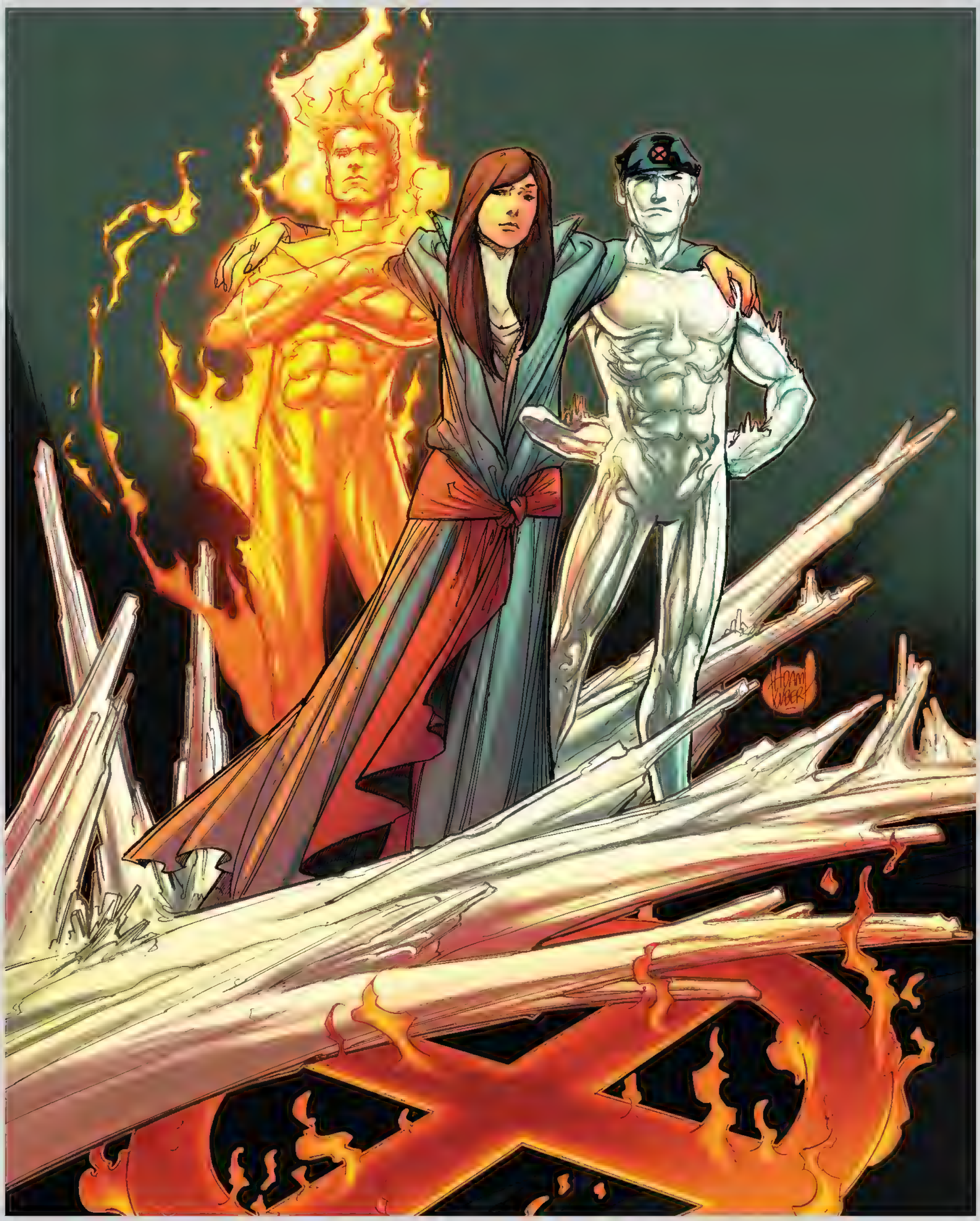
HOW THE WORLD KILLED SPIDER-MAN

by MARY JANE WATSON

The events that killed the hero known as Spider-man may seem sudden and shocking to the average New Yorker but they were sadly inevitable. The forces at work behind what is referred to as the superhero community have taken another casualty.


To Be Continued...

NEXT ISSUE



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ULTIMATE FALLOUT

SPIDER-MAN NO MORE

MARVEL
ISSUE
3

HICKMAN • SPENCER • KURTH • NGUYEN • PAGULAYAN

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ULTIMATE FALLOUT

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.

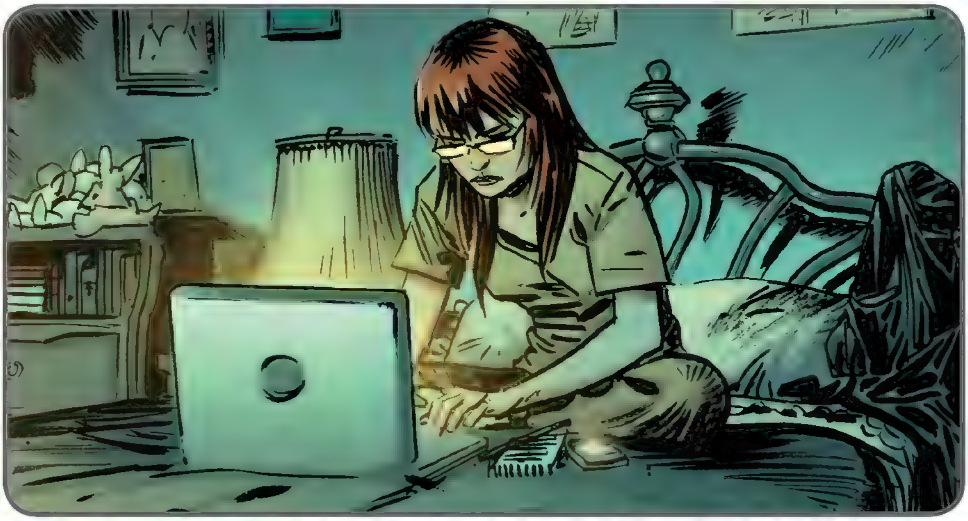
PREVIOUSLY:

Peter Parker died heroically at the hands of Norman Osborn, a.k.a. the Green Goblin, in the arms of his one true love Mary Jane and the woman who raised him, Aunt May.

While Aunt May and Gwen Stacy attempt to cope with Peter's passing, Captain America confesses that he's the reason Peter was killed. Overcome with shock and grief, Aunt May finds condolence from an unlikely friend, J. Jonah Jameson.

The world grieves in different ways, some in explosive anger, and others by taking to the street. But everyone feels a sense of loss and uncertainty, even heroes like Thor, the Norse God of Thunder, and Rogue, a former X-Man now on the run.

Meanwhile Mary Jane Watson plots retribution: revealing to the world how Nick Fury and his team of super heroes are responsible for Spider-Man's death.



ULTIMATE FALLOUT
CHAPTER THREE OF SIX

TONY STARK

Writer	Penciler	Inker	Colorist
Jonathan Hickman	**Steve Kurth**	**Jay Leisten**	**Antonio Fabela**

KITTY PRYDE

Writer	Artist
Nick Spencer	**Eric Nguyen**

KAREN GRANT & THE HULK

Writer	Penciler	Inker	Colorist
Jonathan Hickman	**Carlo Pagulayan**	**Jason Paz**	**Rachelle Rosenberg**

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VC's Cory Petit & Clayton Cowles	**Andy Kubert & Frank Martin**	**Marko Djurdjevic**	**Sana Amanat**

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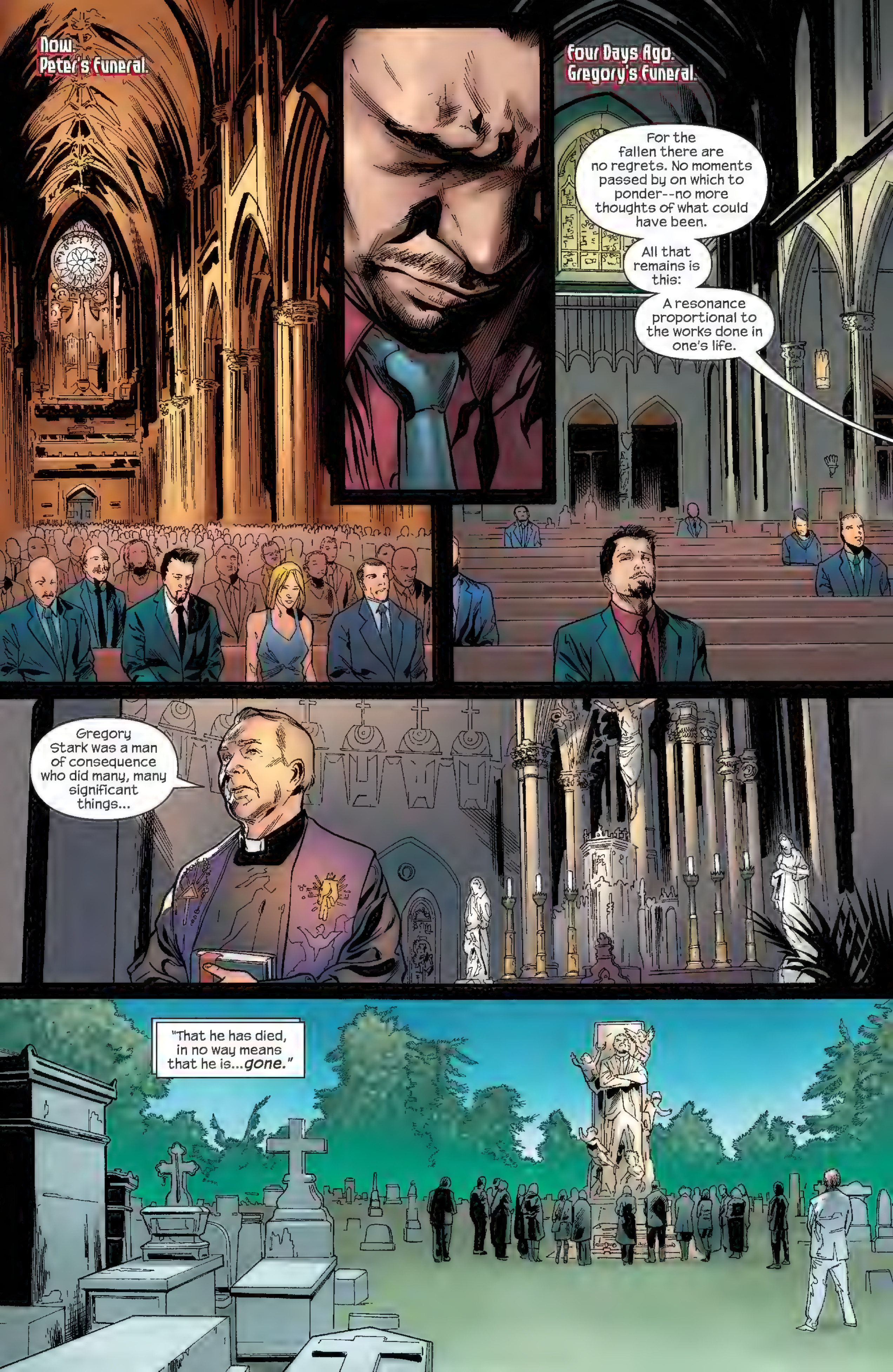
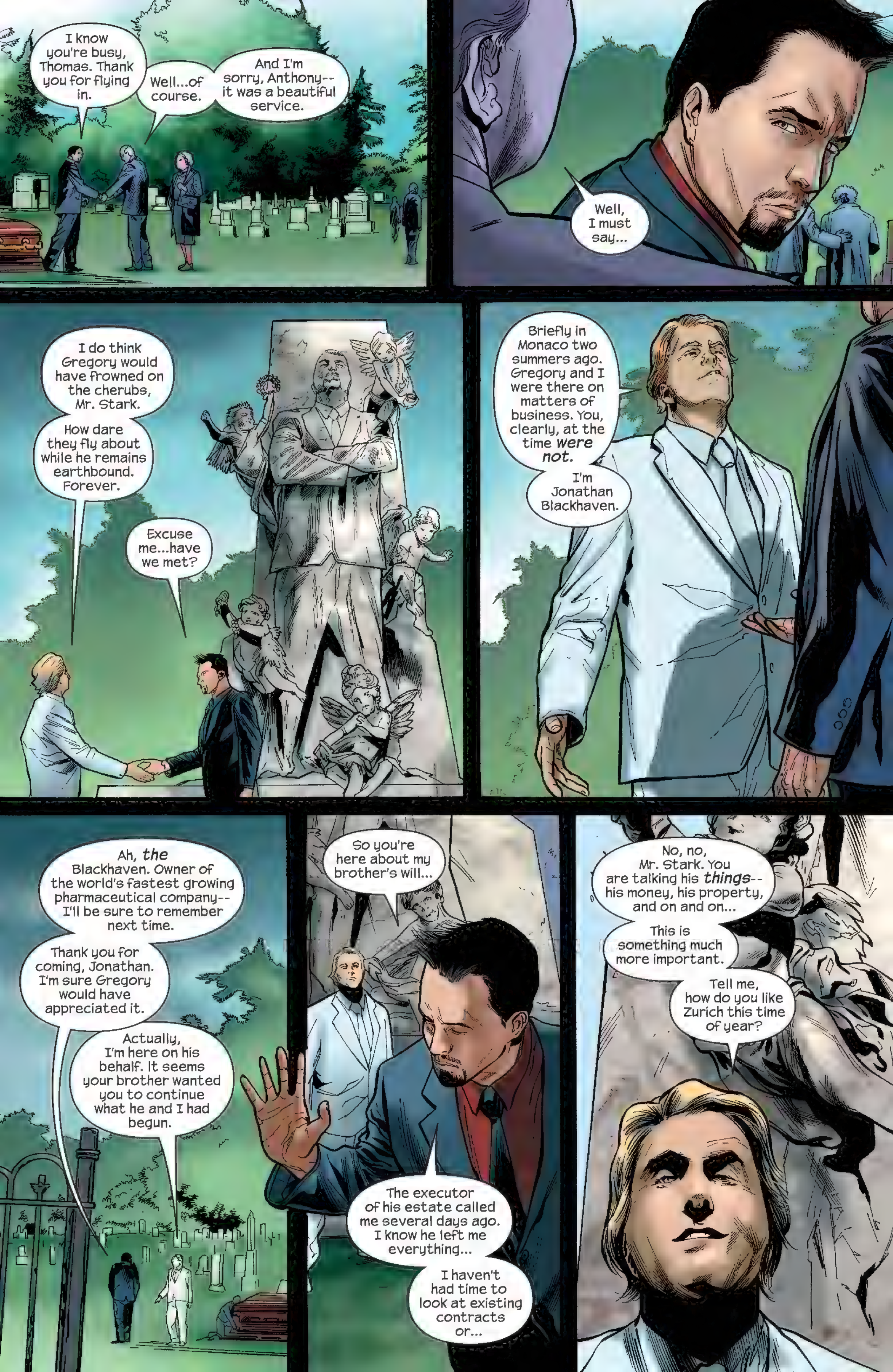
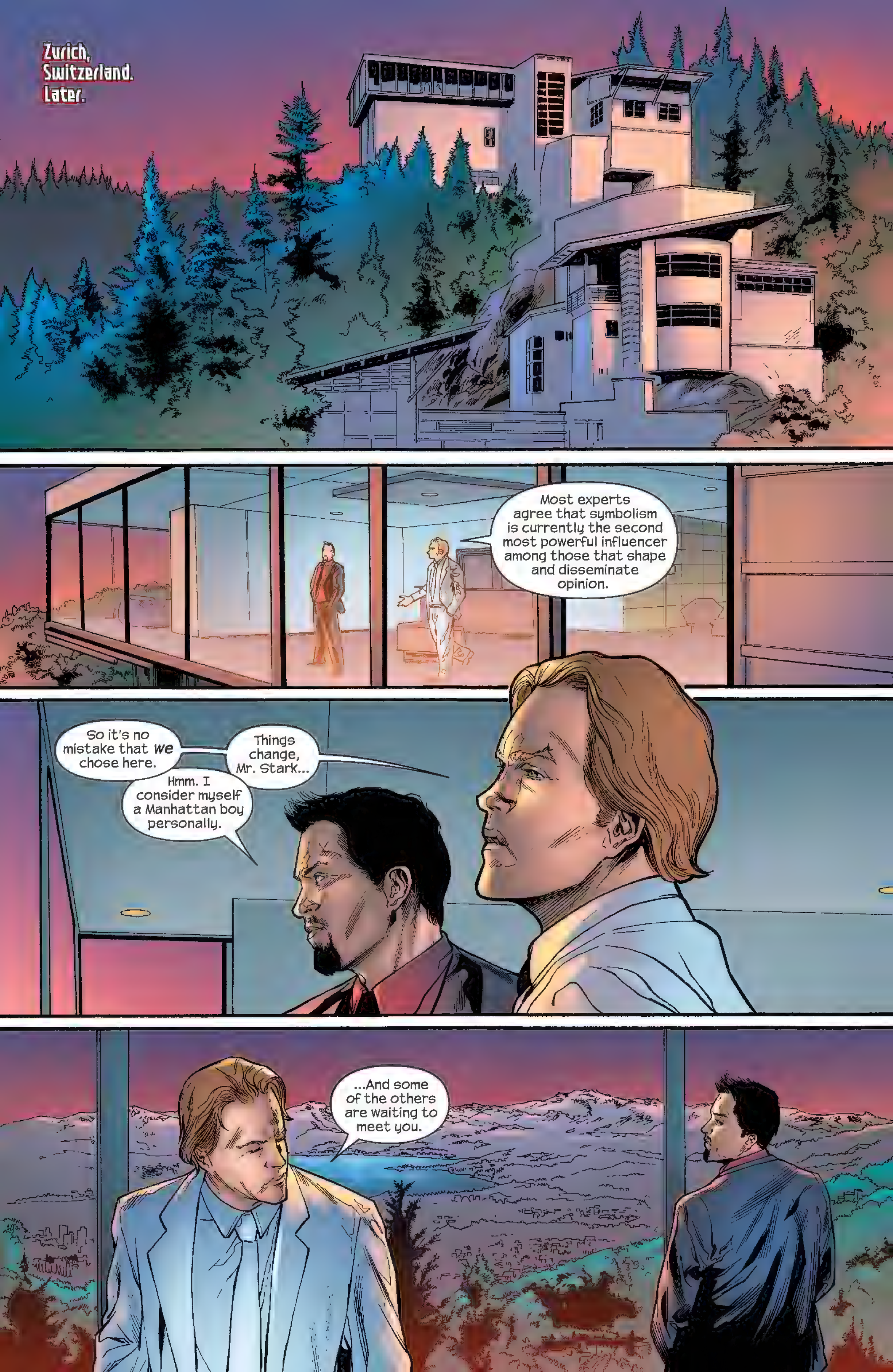
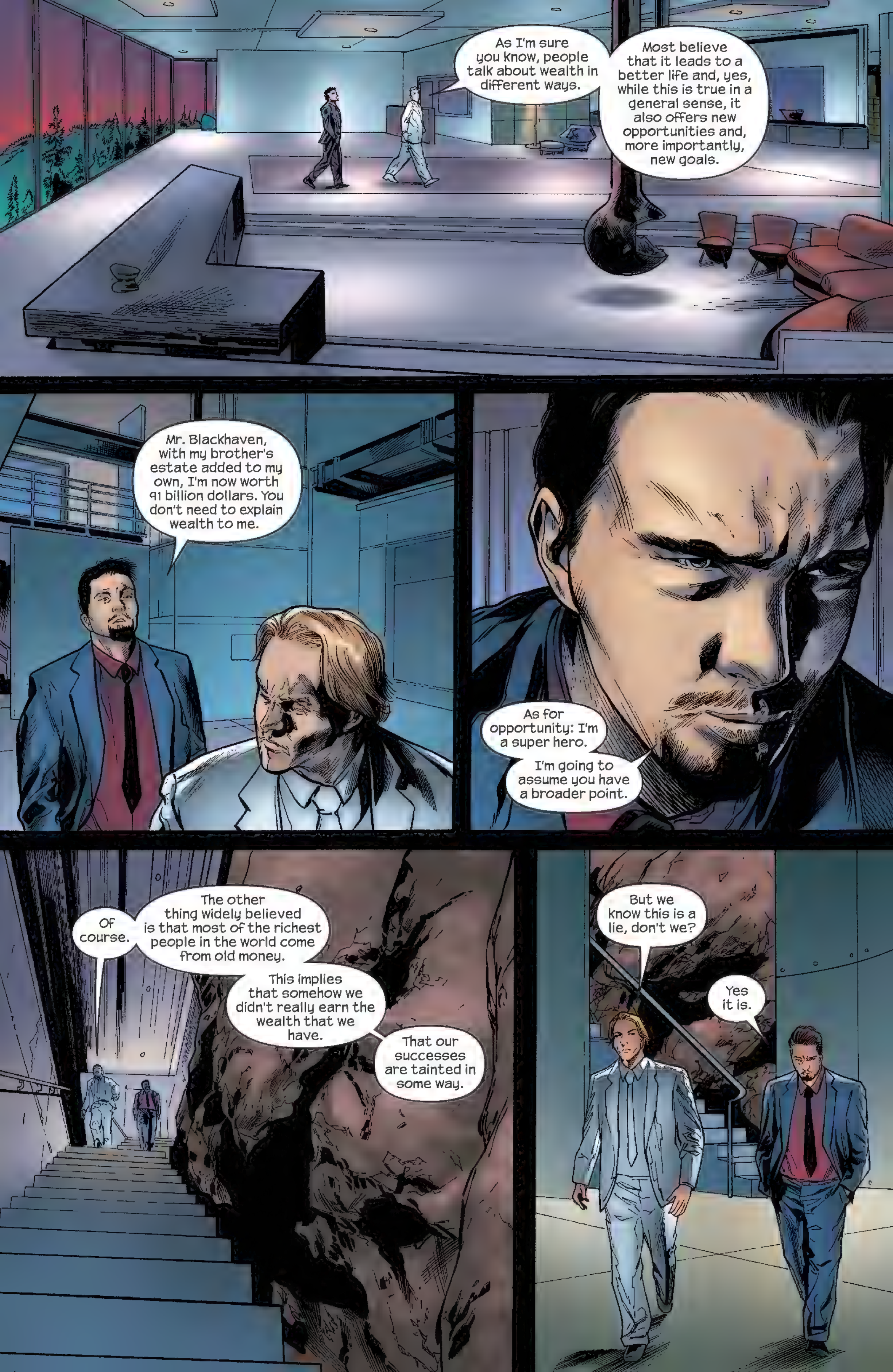
Mark Paniccia	**Axel Alonso**	**Joe Quesada**	**Dan Buckley**	**Alan Fine**

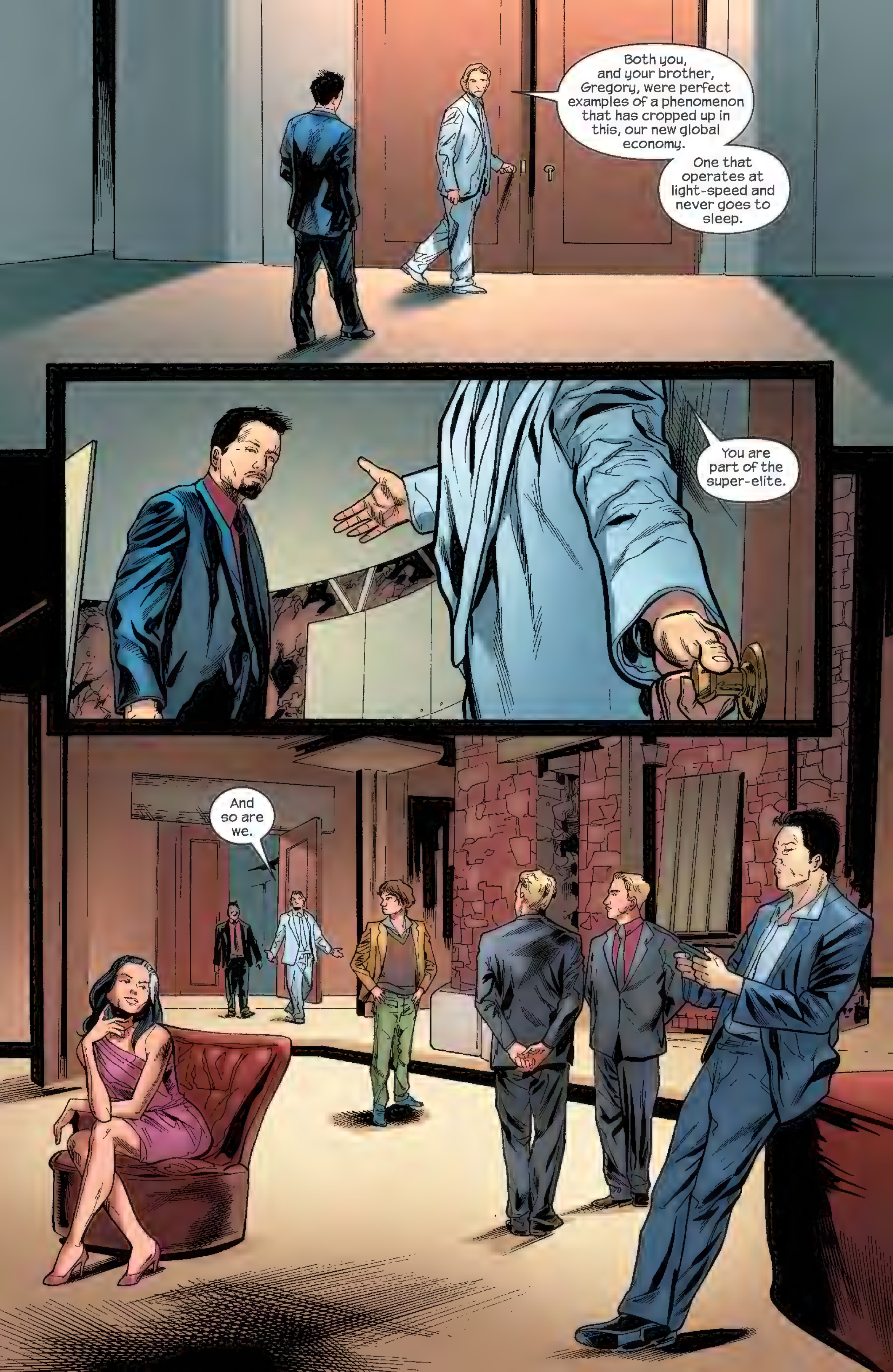
Thanks to Joe Sabino

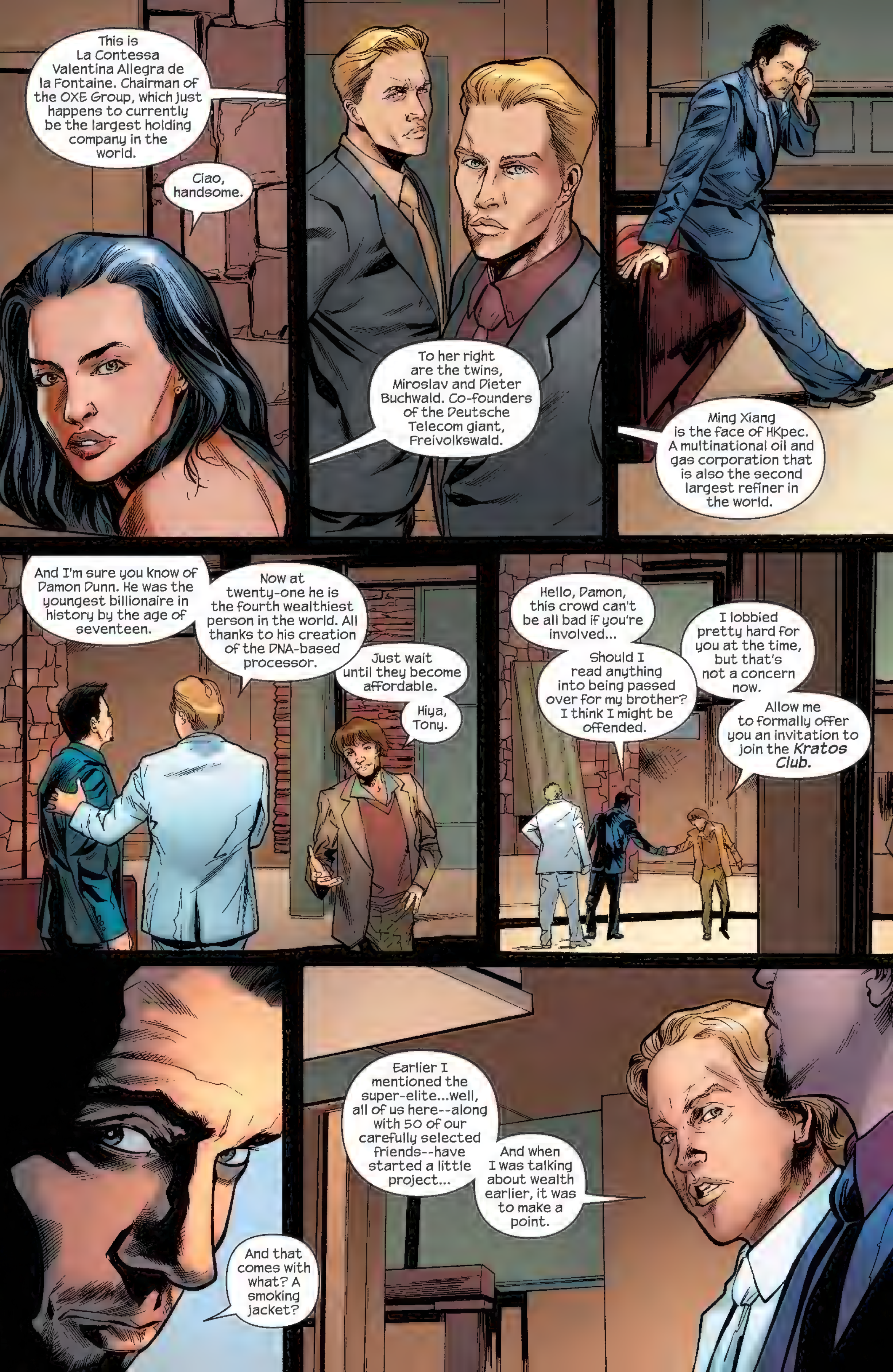

Now. Peter's Funeral.
Four Days Ago. Gregory's Funeral.
For the fallen there are no regrets. No moments passed by on which to ponder--no more thoughts of what could have been.
All that remains is this:
A resonance proportional to the works done in one's life.
Gregory Stark was a man of consequence who did many, many significant things...
"That he has died, in no way means that he is...gone."

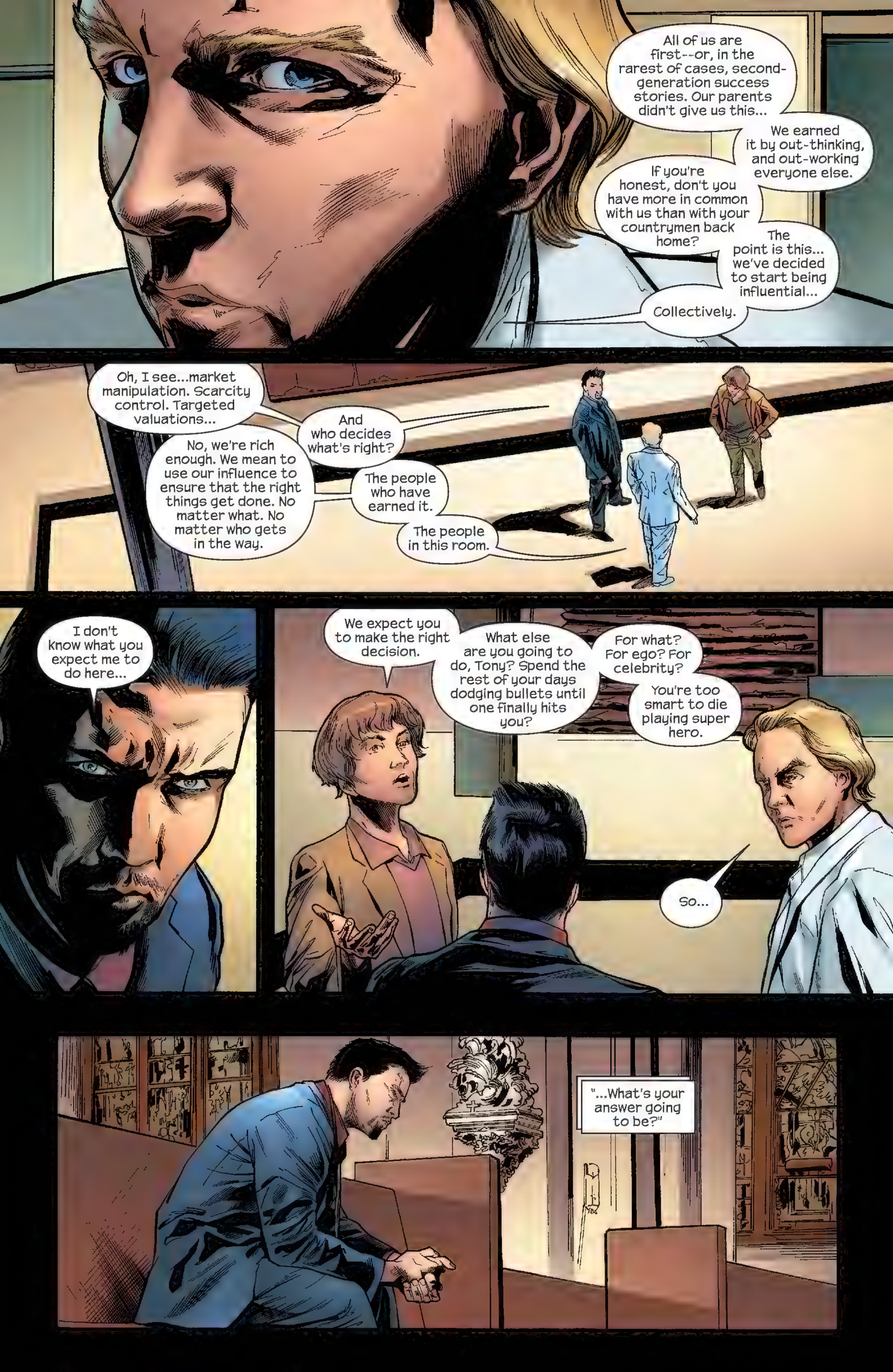

I know you're busy, Thomas. Thank you for flying in.
Well...of course.
And I'm sorry, Anthony--it was a beautiful service.
Well, I must say...
I do think Gregory would have frowned on the cherubs, Mr. Stark.
How dare they fly about while he remains earthbound. Forever.
Excuse me...have we met?
Briefly in Monaco two summers ago. Gregory and I were there on matters of business. You, clearly, at the time *were not.*
I'm Jonathan Blackhaven.
Ah, *the* Blackhaven. Owner of the world's fastest growing pharmaceutical company--I'll be sure to remember next time.
Thank you for coming, Jonathan. I'm sure Gregory would have appreciated it.
Actually, I'm here on his behalf. It seems your brother wanted you to continue what he and I had begun.
So you're here about my brother's will...
The executor of his estate called me several days ago. I know he left me everything...
I haven't had time to look at existing contracts or...
No, no, Mr. Stark. You are talking his *things*--his money, his property, and on and on...
This is something much more important.
Tell me, how do you like Zurich this time of year?

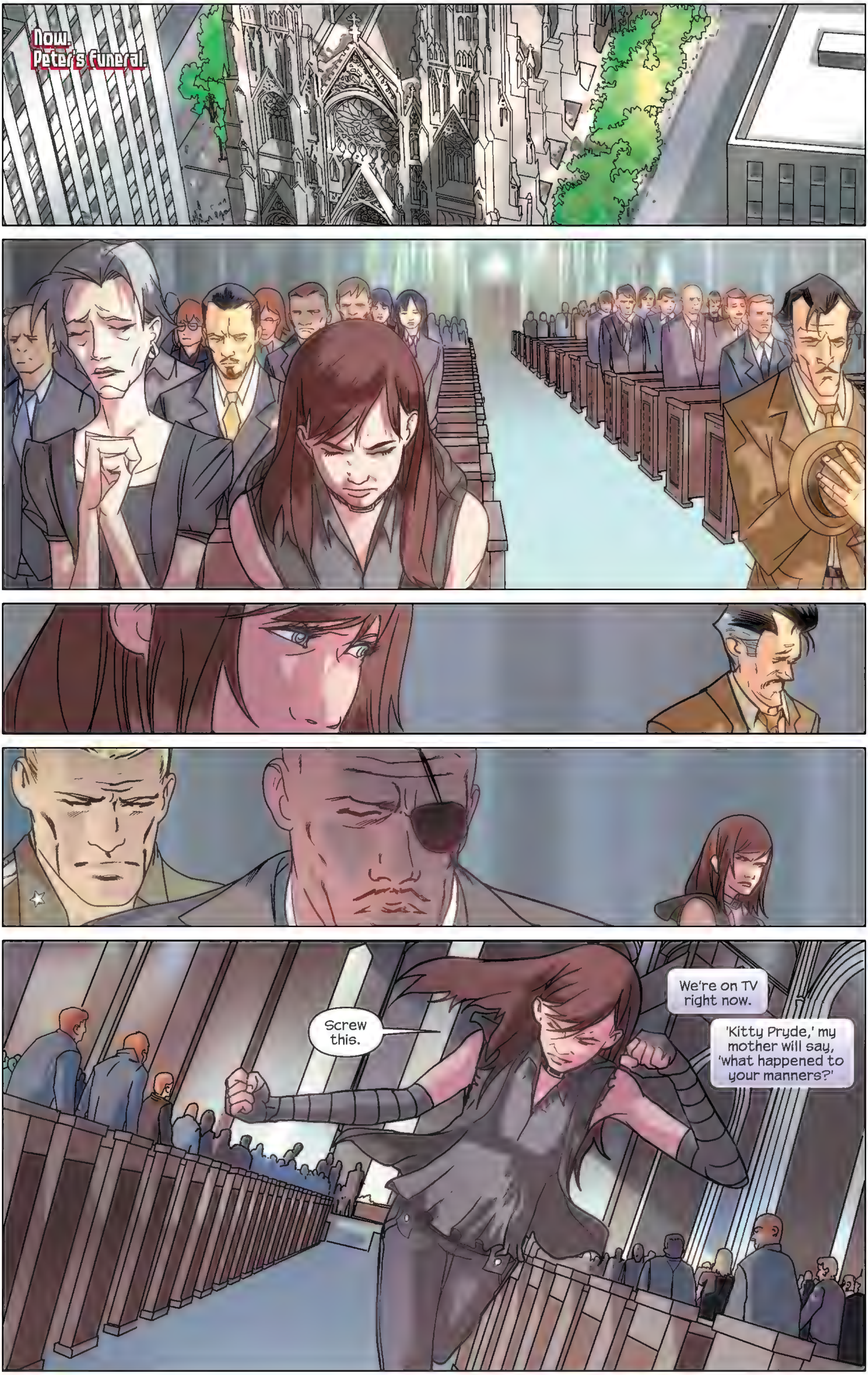

Zurich, Switzerland. Later.
Most experts agree that symbolism is currently the second most powerful influencer among those that shape and disseminate opinion.
So it's no mistake that *we* chose here.
Things change, Mr. Stark...
Hmm. I consider myself a Manhattan boy personally.
...And some of the others are waiting to meet you.

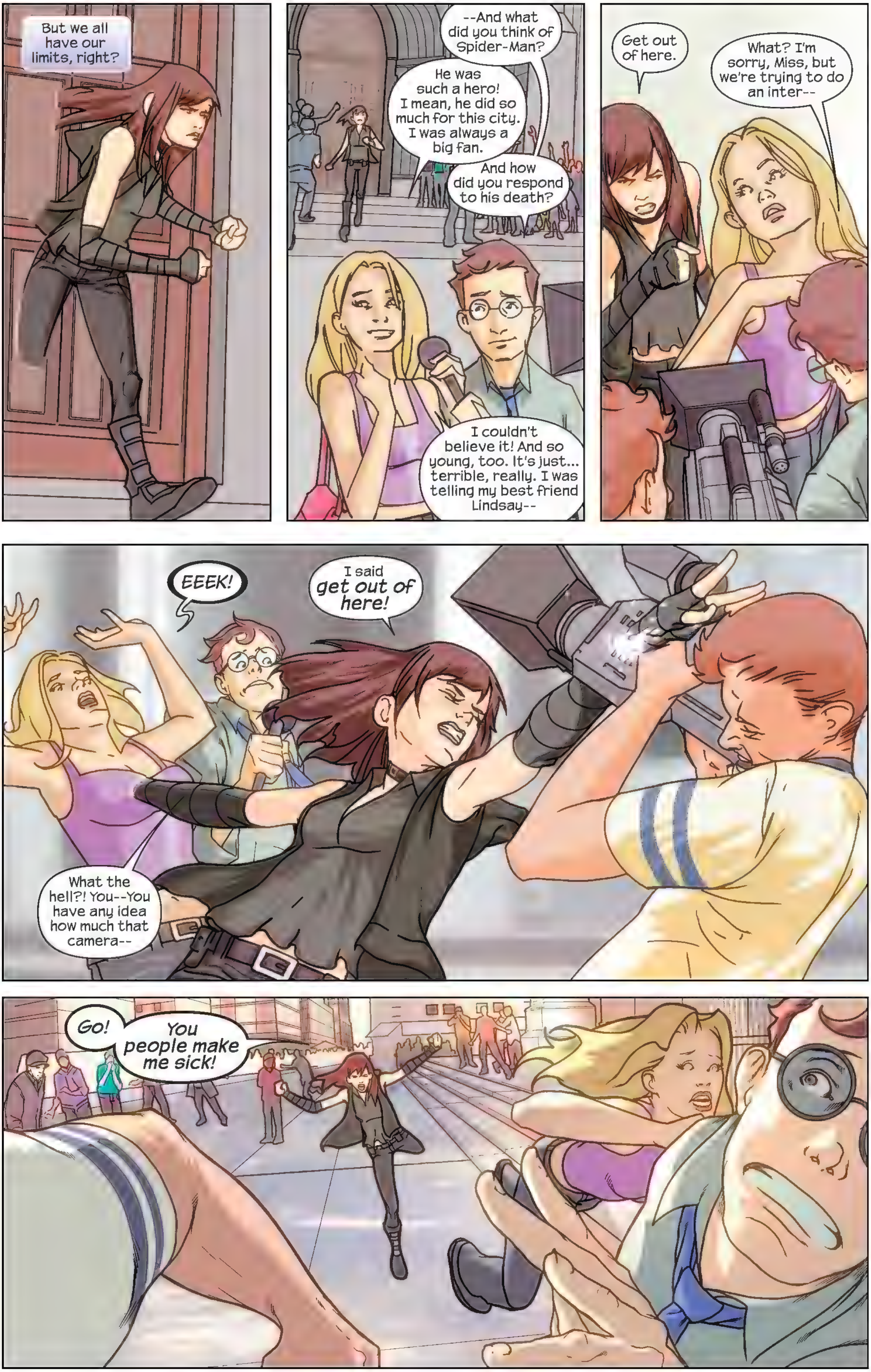

As I'm sure you know, people talk about wealth in different ways.
Most believe that it leads to a better life and, yes, while this is true in a general sense, it also offers new opportunities and, more importantly, new goals.
Mr. Blackhaven, with my brother's estate added to my own, I'm now worth 91 billion dollars. You don't need to explain wealth to me.
As for opportunity: I'm a super hero.
I'm going to assume you have a broader point.
Of course.
The other thing widely believed is that most of the richest people in the world come from old money.
This implies that somehow we didn't really earn the wealth that we have.
That our successes are tainted in some way.
But we know this is a lie, don't we?
Yes it is.

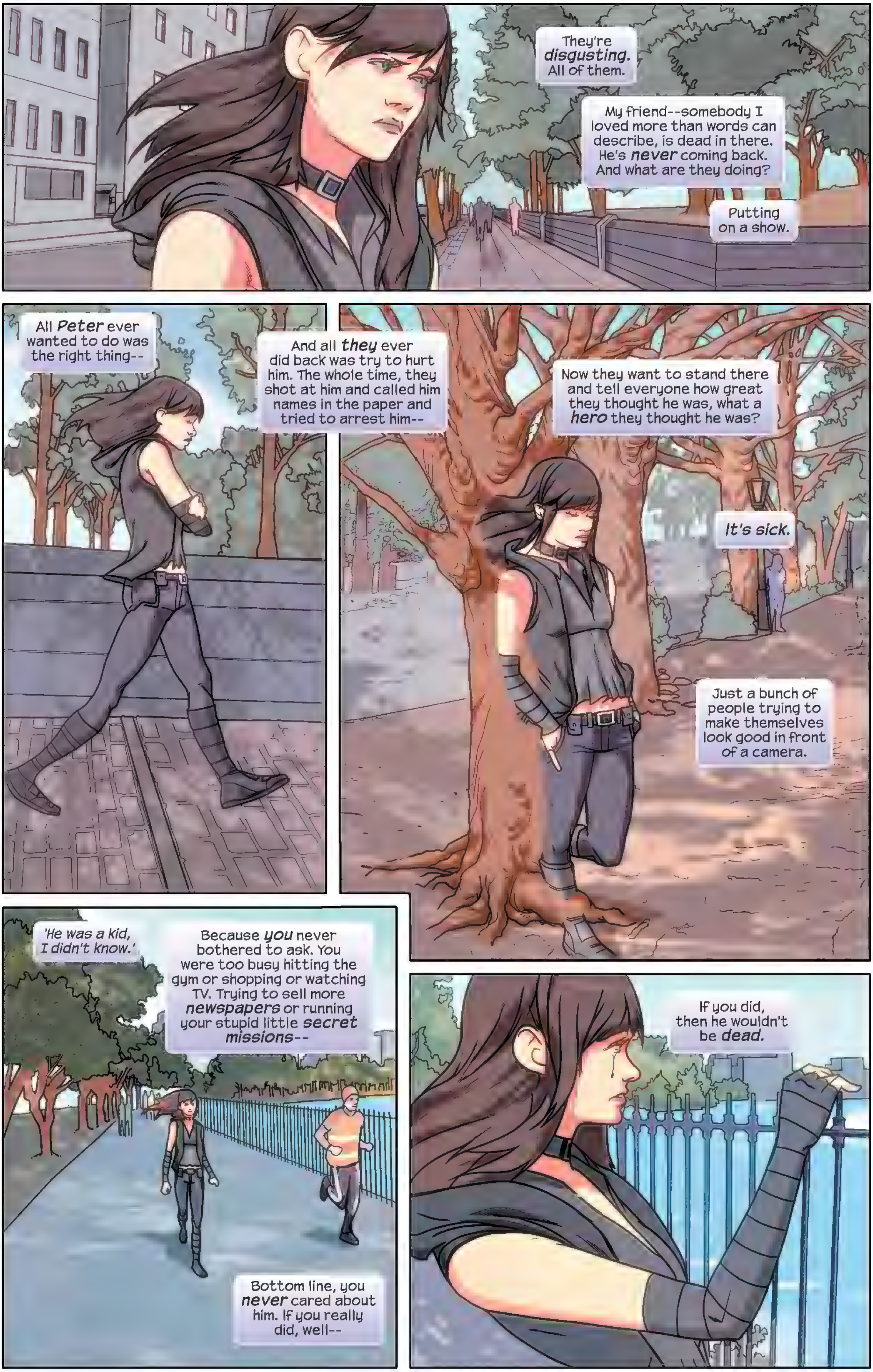

Both you, and your brother, Gregory, were perfect examples of a phenomenon that has cropped up in this, our new global economy.
One that operates at light-speed and never goes to sleep.
You are part of the super-elite.
And so are we.

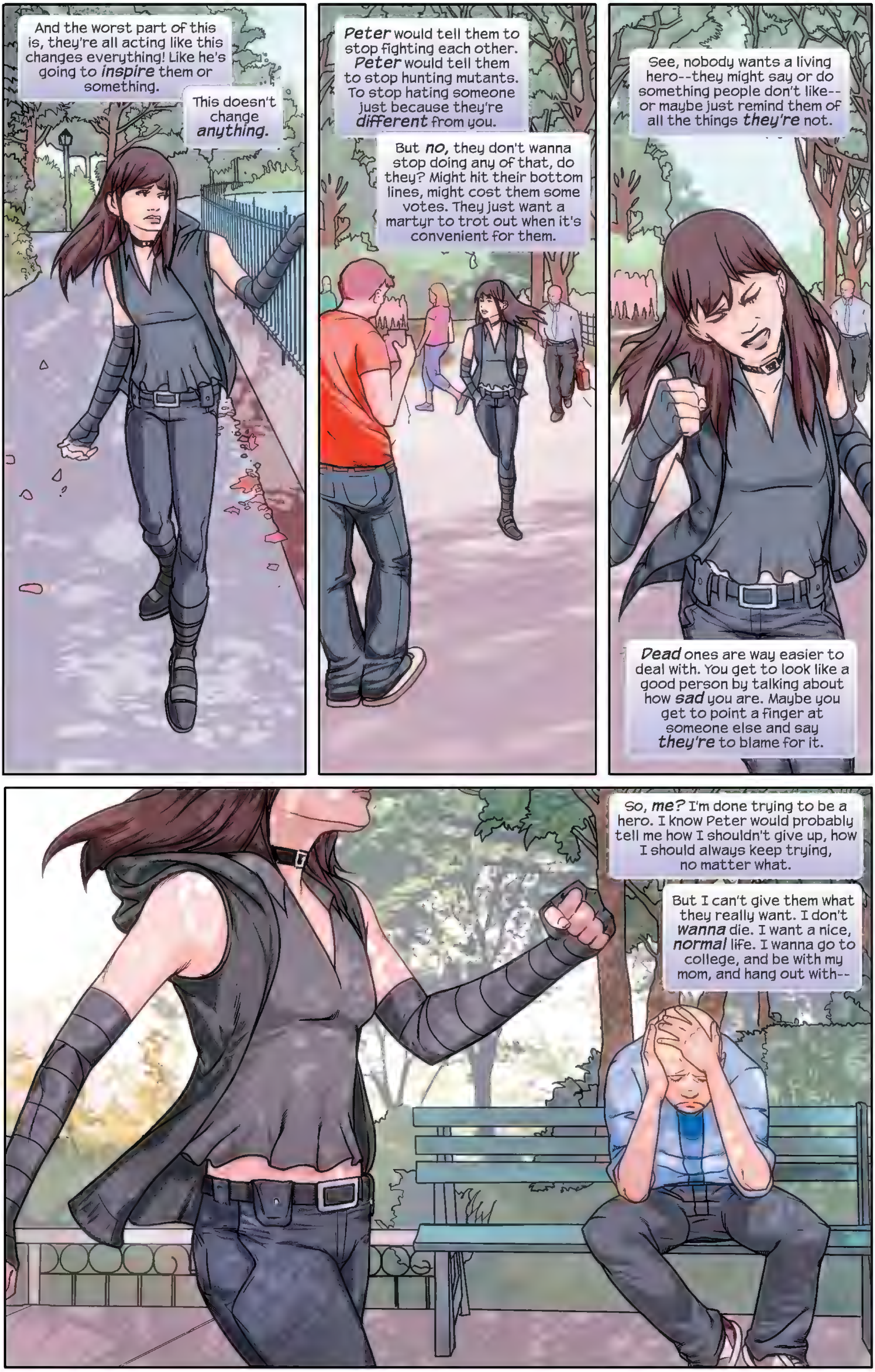

This is La Contessa Valentina Allegra de la Fontaine. Chairman of the OXE Group, which just happens to currently be the largest holding company in the world.
Ciao, handsome.
To her right are the twins, Miroslav and Dieter Buchwald. Co-founders of the Deutsche Telecom giant, Freivolkswald.
Ming Xiang is the face of HKpec. A multinational oil and gas corporation that is also the second largest refiner in the world.
And I'm sure you know of Damon Dunn. He was the youngest billionaire in history by the age of seventeen.
Now at twenty-one he is the fourth wealthiest person in the world. All thanks to his creation of the DNA-based processor.
Just wait until they become affordable.
Hiya, Tony.
Hello, Damon, this crowd can't be all bad if you're involved...
Should I read anything into being passed over for my brother? I think I might be offended.
I lobbied pretty hard for you at the time, but that's not a concern now.
Allow me to formally offer you an invitation to join the *Kratos Club.*
Earlier I mentioned the super-elite...well, all of us here--along with 50 of our carefully selected friends--have started a little project...
And when I was talking about wealth earlier, it was to make a point.
And that comes with what? A smoking jacket?

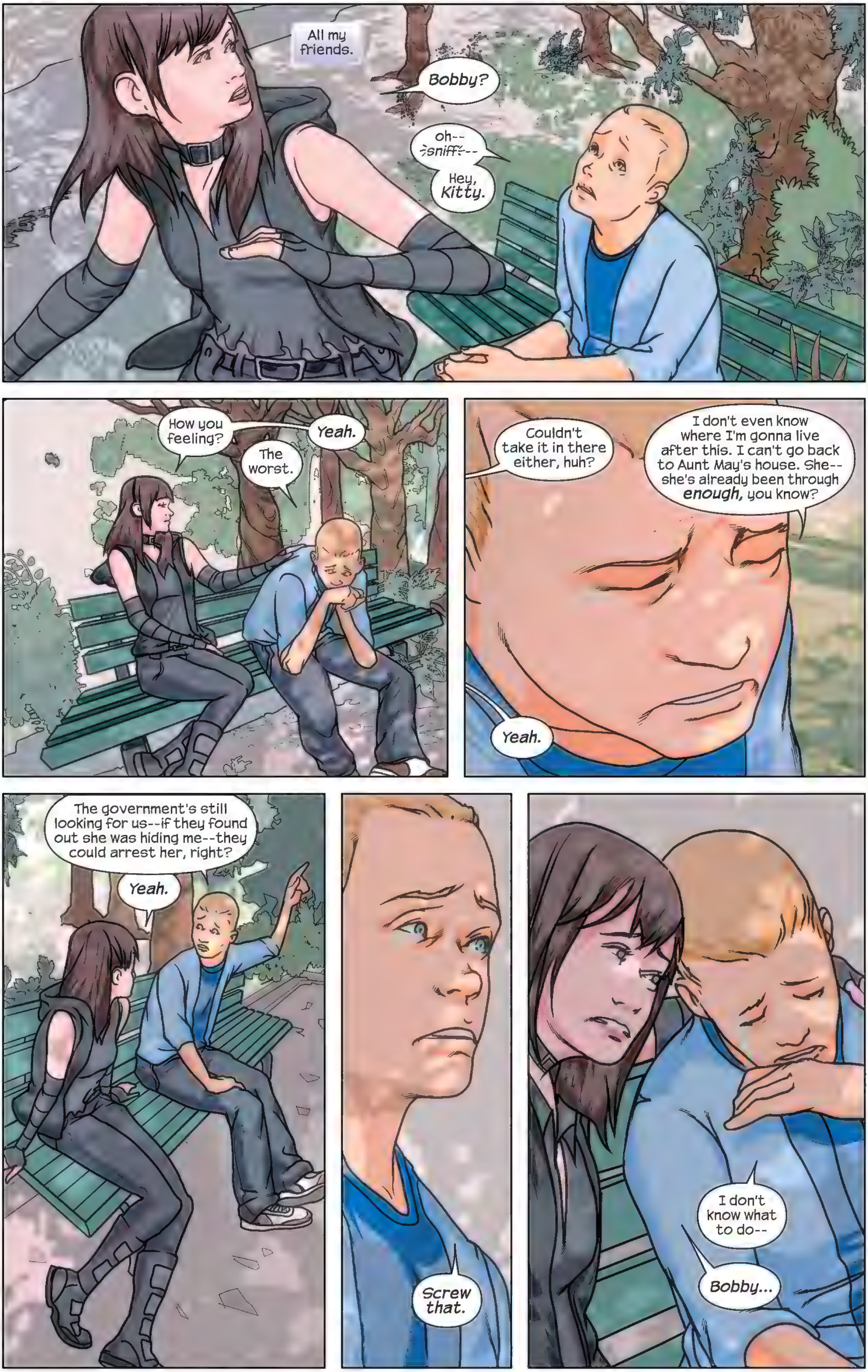

All of us are first--or, in the rarest of cases, second-generation success stories. Our parents didn't give us this...
We earned it by out-thinking, and out-working everyone else.
If you're honest, don't you have more in common with us than with your countrymen back home?
The point is this... we've decided to start being influential...
Collectively.
Oh, I see...market manipulation. Scarcity control. Targeted valuations...
No, we're rich enough. We mean to use our influence to ensure that the right things get done. No matter what. No matter who gets in the way.
And who decides what's right?
The people who have earned it.
The people in this room.
I don't know what you expect me to do here...
We expect you to make the right decision.
What else are you going to do, Tony? Spend the rest of your days dodging bullets until one finally hits you?
For what? For ego? For celebrity?
You're too smart to die playing super hero.
So...
"...What's your answer going to be?"

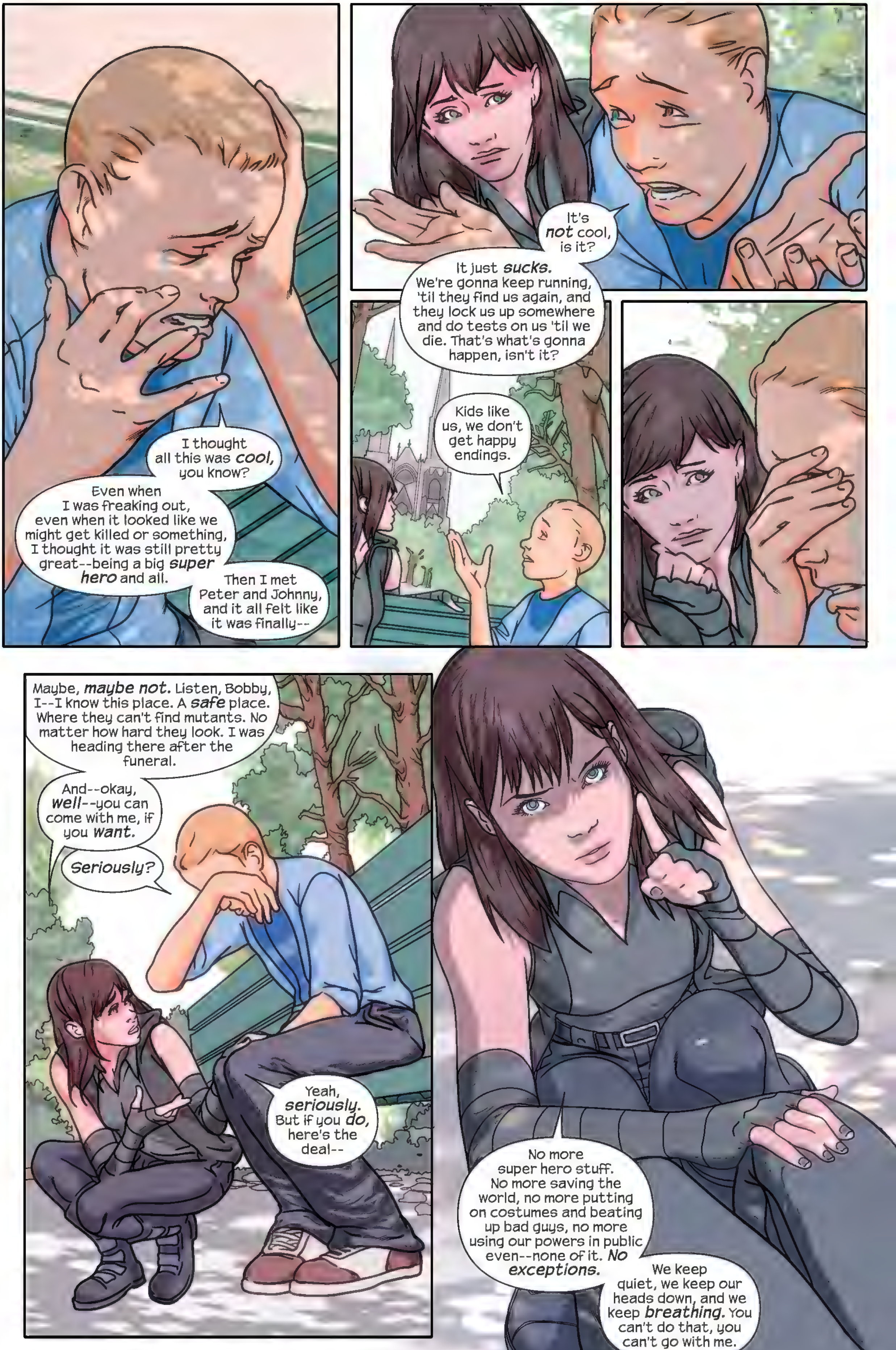

Now. Peter's Funeral.
Screw this.
We're on TV right now.
'Kitty Pryde,' my mother will say, 'what happened to your manners?'

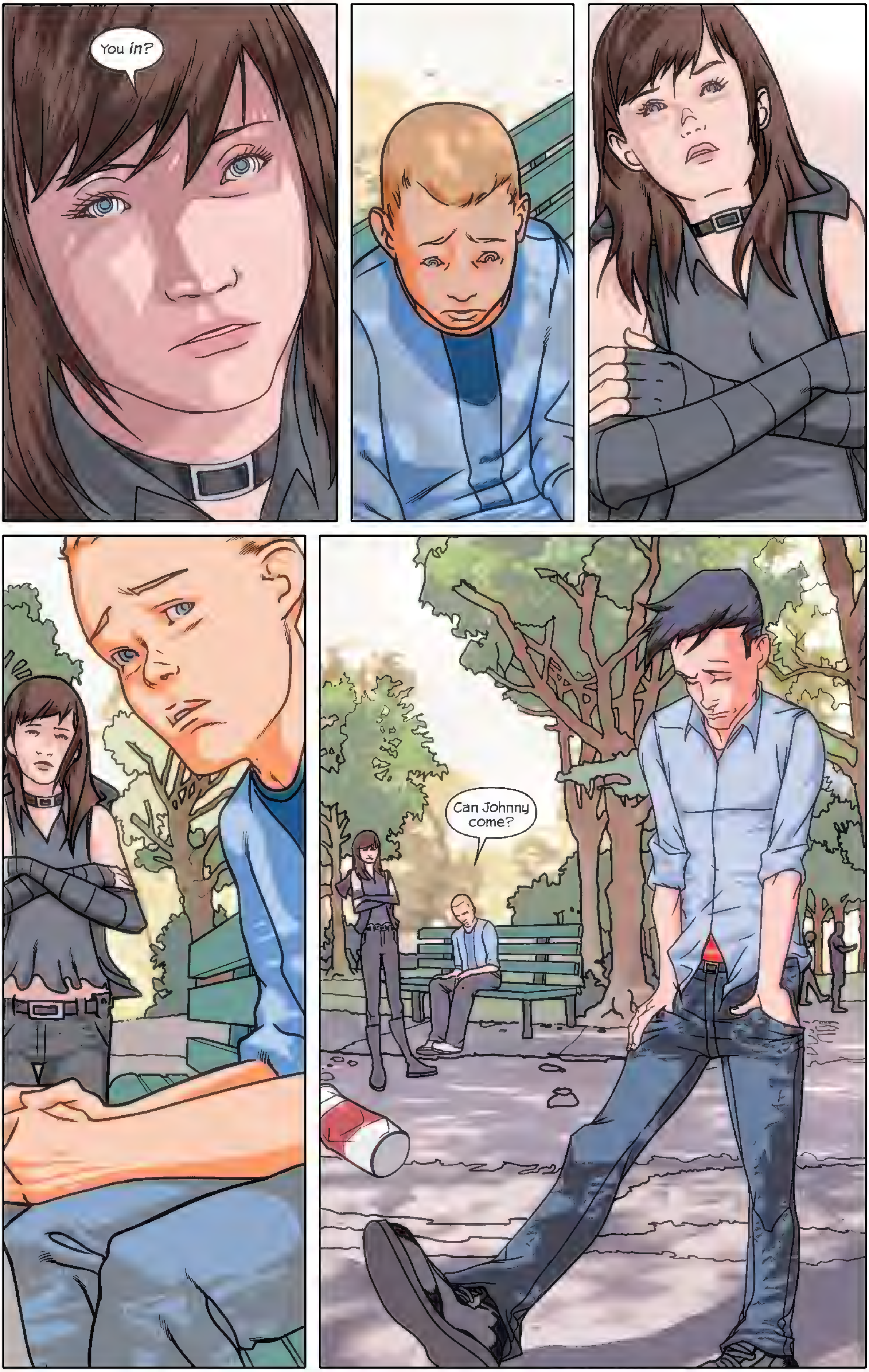

But we all have our limits, right?
--And what did you think of Spider-Man?
He was such a hero! I mean, he did so much for this city. I was always a big fan.
And how did you respond to his death?
I couldn't believe it! And so young, too. It's just... terrible, really. I was telling my best friend Lindsay--
Get out of here.
What? I'm sorry, Miss, but we're trying to do an inter--
EEEK!
I said get out of here!
What the hell?! You--You have any idea how much that camera--
Go!
You people make me sick!

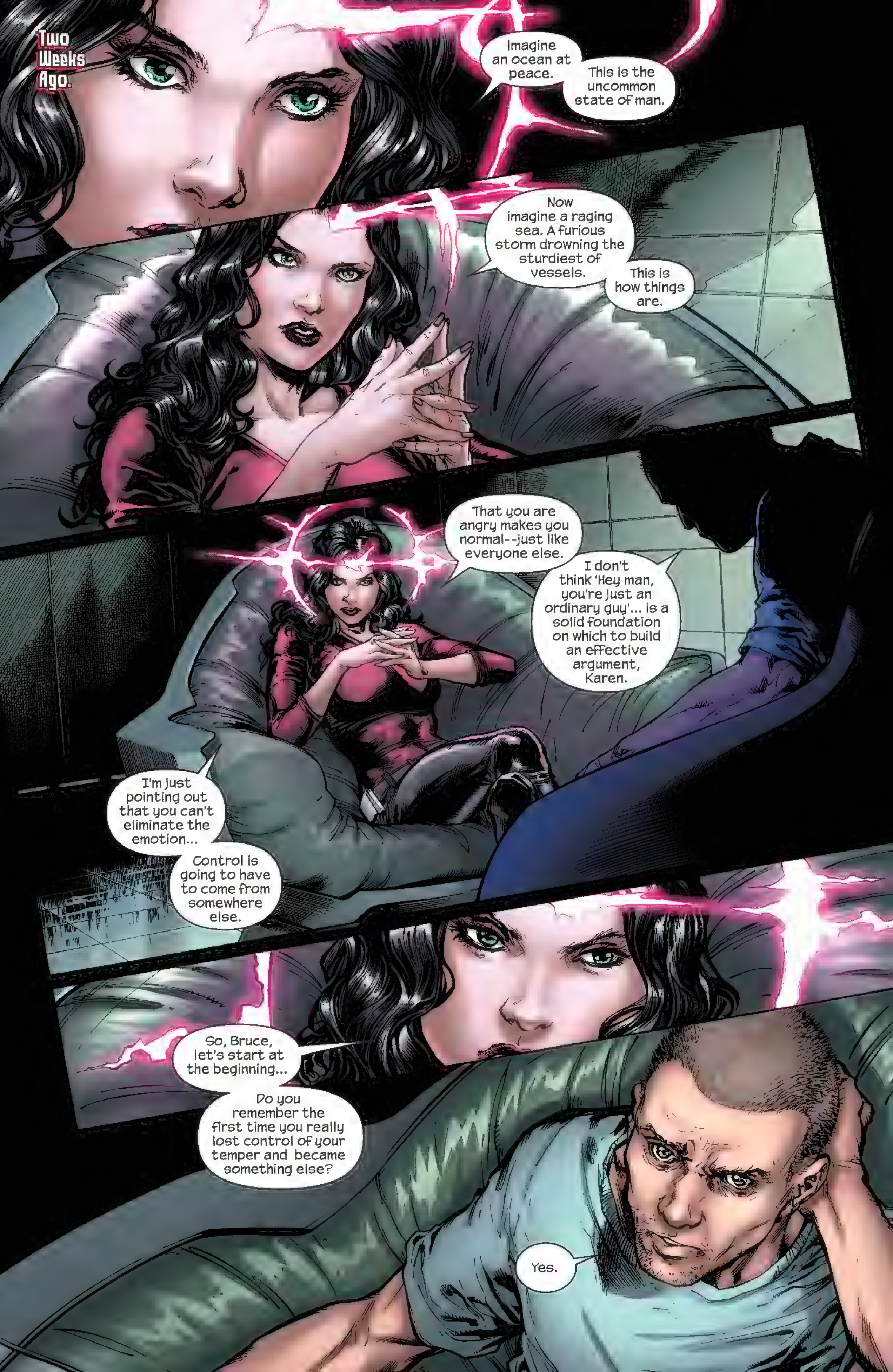

They're *disgusting.* All of them.
My friend--somebody I loved more than words can describe, is dead in there. He's *never* coming back. And what are they doing?
Putting on a show.
All *Peter* ever wanted to do was the right thing--
And all *they* ever did back was try to hurt him. The whole time, they shot at him and called him names in the paper and tried to arrest him--
Now they want to stand there and tell everyone how great they thought he was, what a *hero* they thought he was?
It's sick.
Just a bunch of people trying to make themselves look good in front of a camera.
'He was a kid, I didn't know.'
Because *you* never bothered to ask. You were too busy hitting the gym or shopping or watching TV. Trying to sell more *newspapers* or running your stupid little *secret missions*--
Bottom line, you *never* cared about him. If you really did, well--
If you did, then he wouldn't be *dead.*

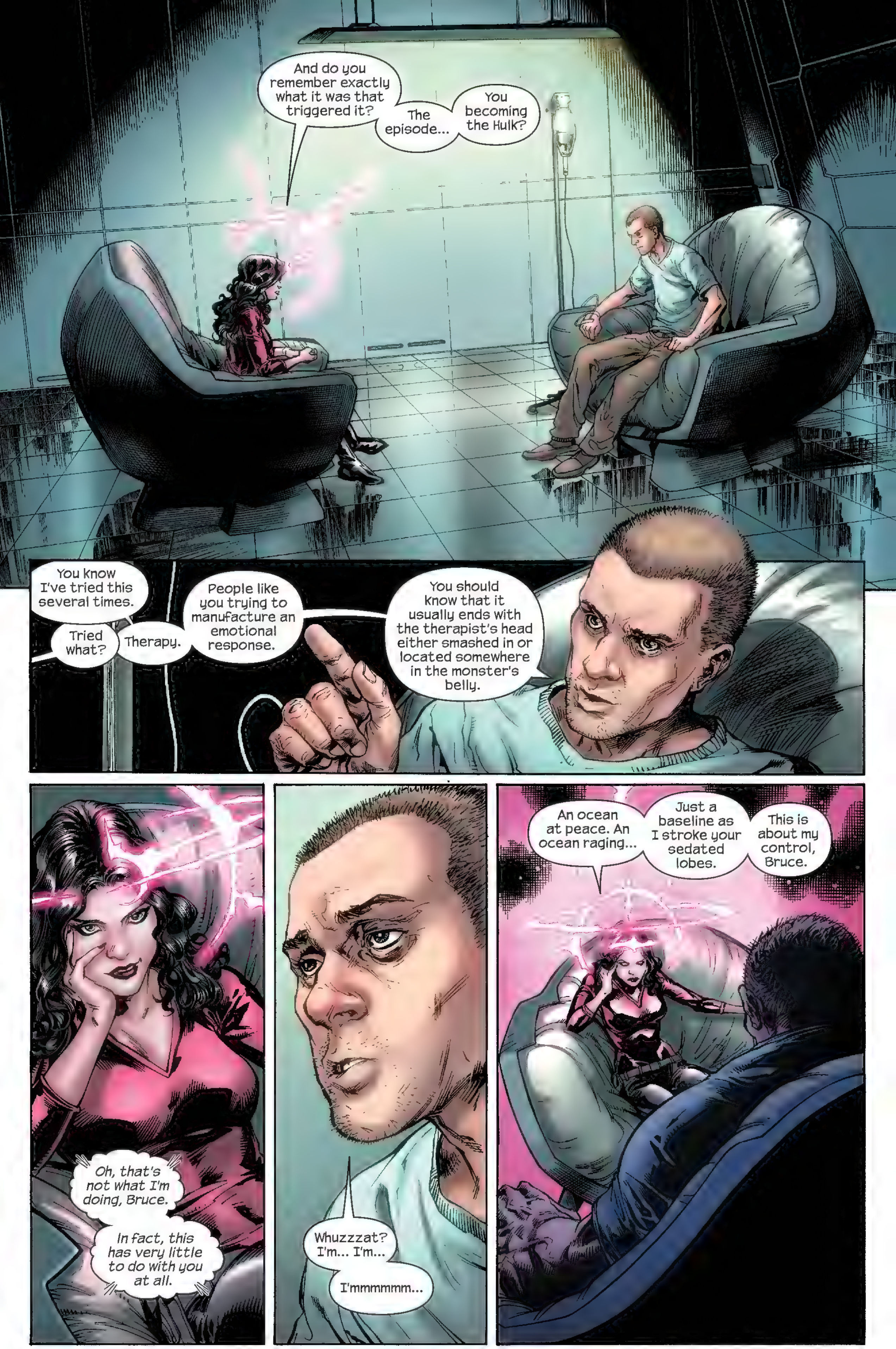

And the worst part of this is, they're all acting like this changes everything! Like he's going to *inspire* them or something.
This doesn't change *anything.*
Peter would tell them to stop fighting each other. *Peter* would tell them to stop hunting mutants. To stop hating someone just because they're *different* from you.
But *no,* they don't wanna stop doing any of that, do they? Might hit their bottom lines, might cost them some votes. They just want a martyr to trot out when it's convenient for them.
See, nobody wants a living hero--they might say or do something people don't like--or maybe just remind them of all the things *they're* not.
Dead ones are way easier to deal with. You get to look like a good person by talking about how *sad* you are. Maybe you get to point a finger at someone else and say *they're* to blame for it.
So, *me?* I'm done trying to be a hero. I know Peter would probably tell me how I shouldn't give up, how I should always keep trying, no matter what.
But I can't give them what they really want. I don't *wanna* die. I want a nice, *normal* life. I wanna go to college, and be with my mom, and hang out with--

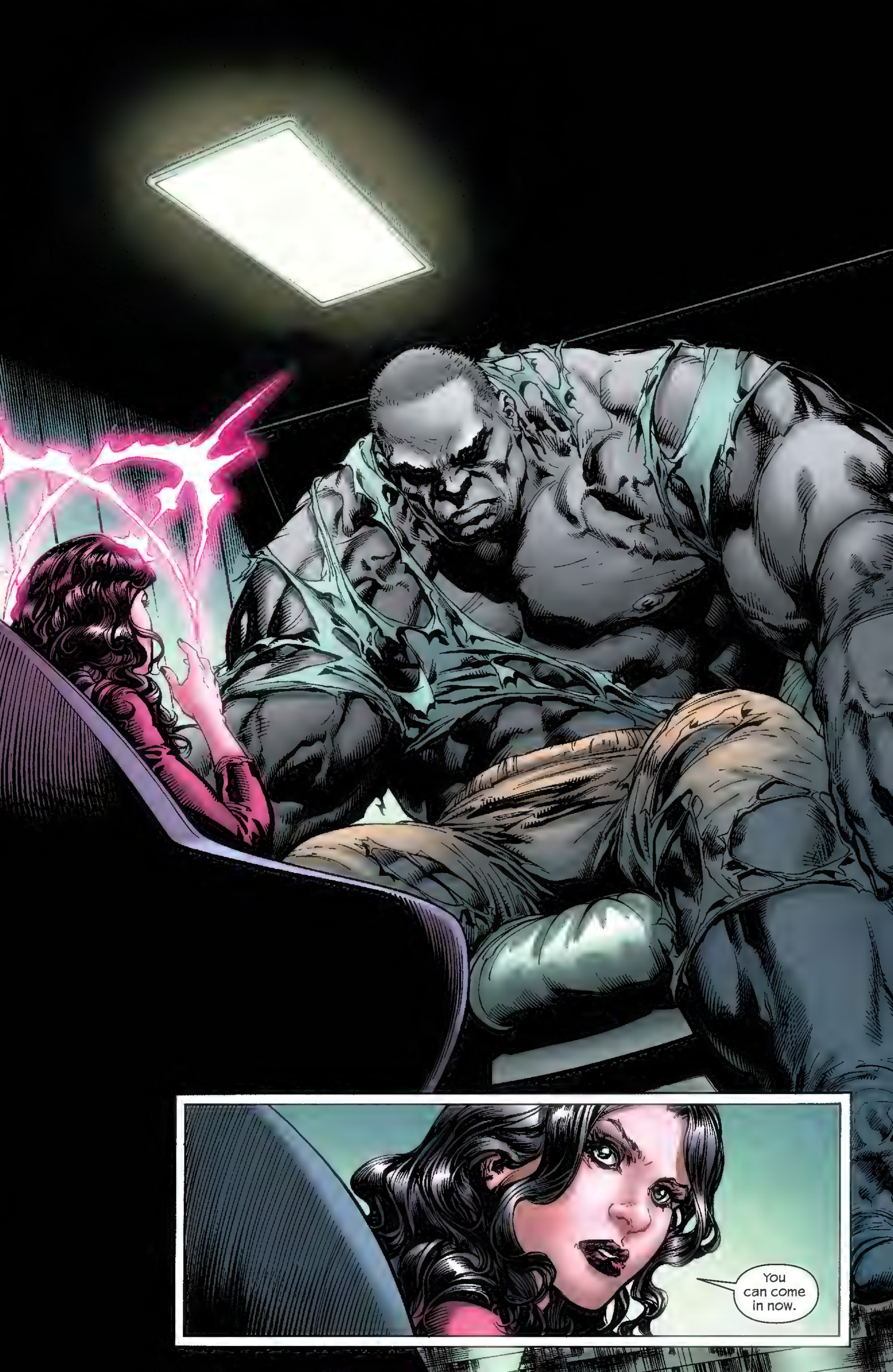

All my friends.
Bobby?
oh-- -sniff--
Hey, *Kitty.*
How you feeling?
The worst.
Yeah.
Couldn't take it in there either, huh?
Yeah.
I don't even know where I'm gonna live after this. I can't go back to Aunt May's house. She--she's already been through ***enough,*** you know?
The government's still looking for us--if they found out she was hiding me--they could arrest her, right?
Yeah.
Screw that.
I don't know what to do--
Bobby...

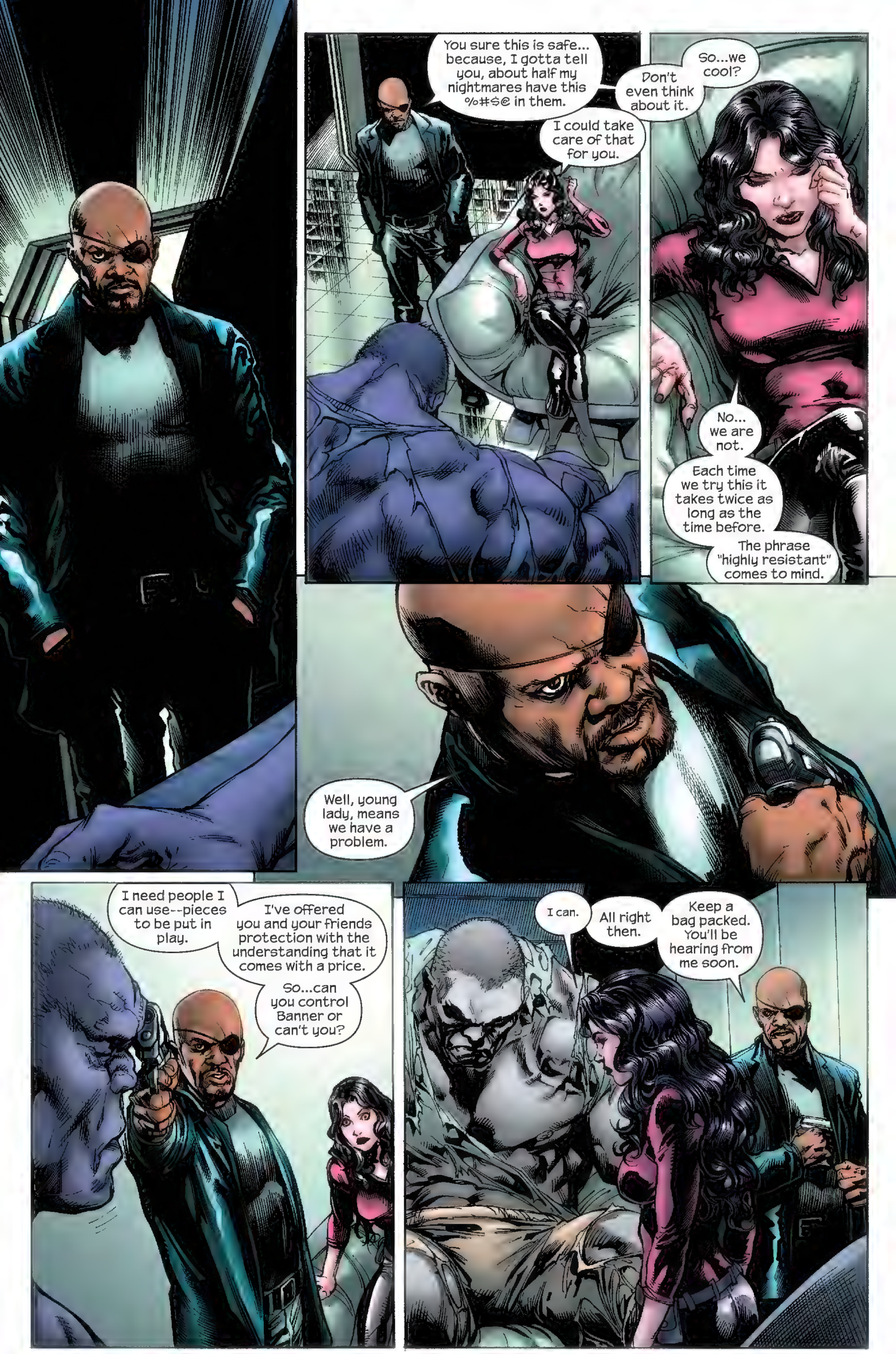

I thought all this was *cool,* you know?
Even when I was freaking out, even when it looked like we might get killed or something, I thought it was still pretty great--being a big *super hero* and all.
Then I met Peter and Johnny, and it all felt like it was finally--
It's *not* cool, is it?
It just *sucks.* We're gonna keep running, 'til they find us again, and they lock us up somewhere and do tests on us 'til we die. That's what's gonna happen, isn't it?
Kids like us, we don't get happy endings.
Maybe, *maybe not.* Listen, Bobby, I--I know this place. A *safe* place. Where they can't find mutants. No matter how hard they look. I was heading there after the funeral.
And--okay, *well*--you can come with me, if you *want.*
Seriously?
Yeah, *seriously.* But if you *do,* here's the deal--
No more super hero stuff. No more saving the world, no more putting on costumes and beating up bad guys, no more using our powers in public even--none of it. *No exceptions.*
We keep quiet, we keep our heads down, and we keep *breathing.* You can't do that, you can't go with me.

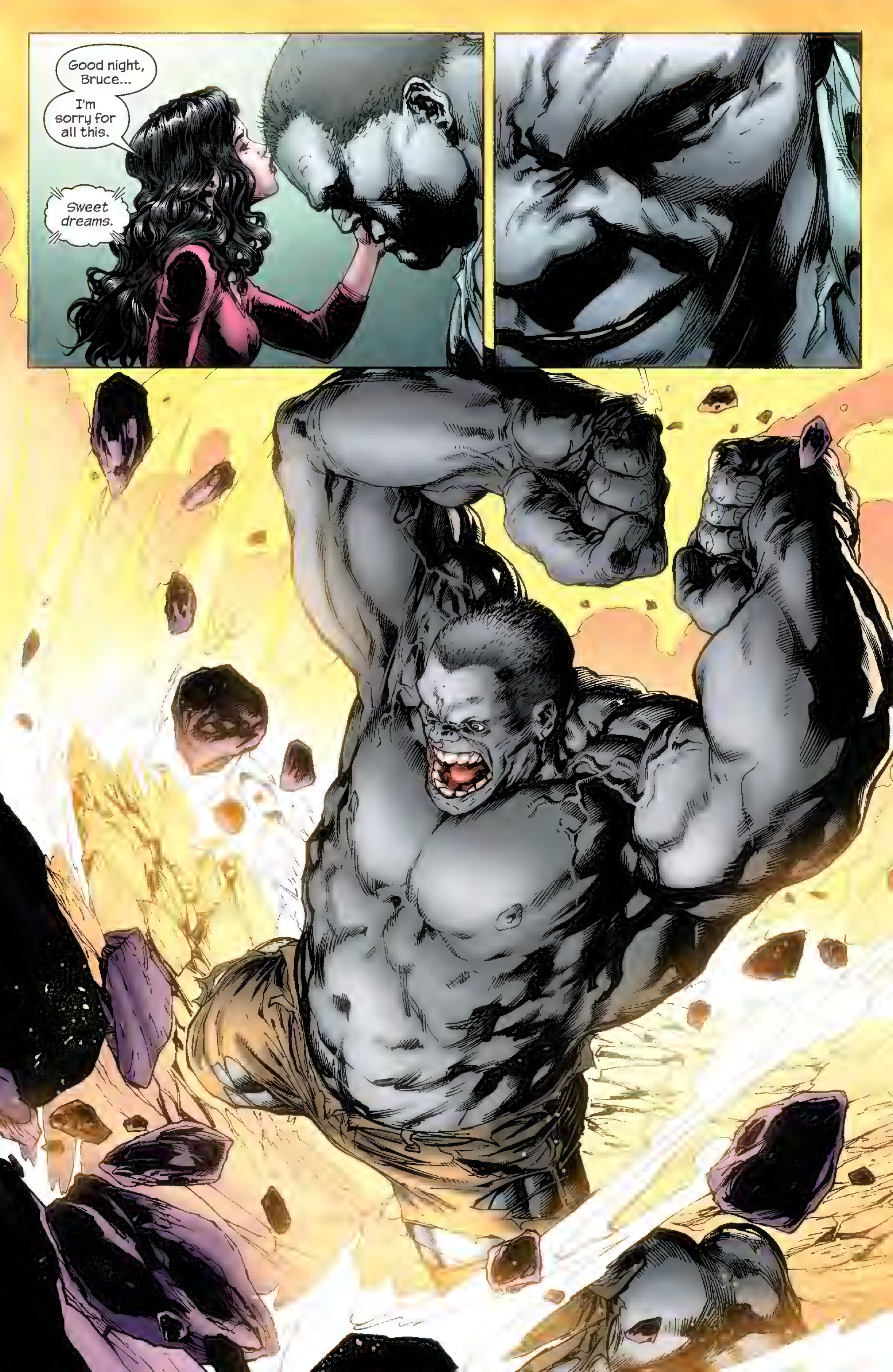

You in?
Can Johnny come?


Two Weeks Ago.
Imagine an ocean at peace.
This is the uncommon state of man.
Now imagine a raging sea. A furious storm drowning the sturdiest of vessels.
This is how things are.
That you are angry makes you normal--just like everyone else.
I don't think 'Hey man, you're just an ordinary guy'... is a solid foundation on which to build an effective argument, Karen.
I'm just pointing out that you can't eliminate the emotion...
Control is going to have to come from somewhere else.
So, Bruce, let's start at the beginning...
Do you remember the first time you really lost control of your temper and became something else?
Yes.

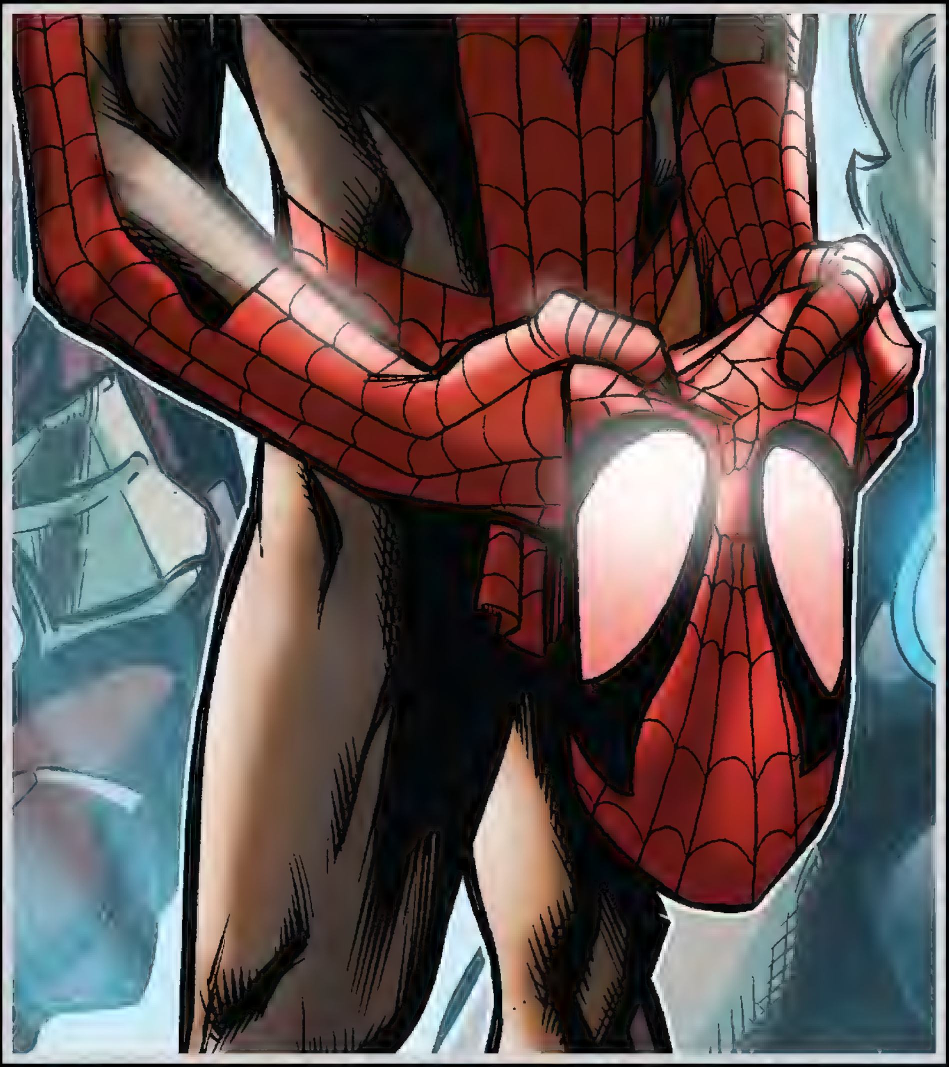

And do you remember exactly what it was that triggered it?
The episode...
You becoming the Hulk?
You know I've tried this several times.
Tried what?
Therapy.
People like you trying to manufacture an emotional response.
You should know that it usually ends with the therapist's head either smashed in or located somewhere in the monster's belly.
Oh, that's not what I'm doing, Bruce.
In fact, this has very little to do with you at all.
Whuzzzat? I'm... I'm...
I'mmmmmm...
An ocean at peace. An ocean raging...
Just a baseline as I stroke your sedated lobes.
This is about my control, Bruce.


You can come in now.


You sure this is safe... because, I gotta tell you, about half my nightmares have this %#$@ in them.
I could take care of that for you.
Don't even think about it.
So...we cool?
No... we are not.
Each time we try this it takes twice as long as the time before.
The phrase "highly resistant" comes to mind.
Well, young lady, means we have a problem.
I need people I can use--pieces to be put in play.
I've offered you and your friends protection with the understanding that it comes with a price.
So...can you control Banner or can't you?
I can.
All right then.
Keep a bag packed. You'll be hearing from me soon.


Good night, Bruce...
I'm sorry for all this.
Sweet dreams.

NEXT ISSUE



WHO WILL WEAR THE MASK?

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LIMITED SERIES
4 OF 6

ULTIMATE FALLOUT

SPIDER-MAN NO MORE

Bagley/Lanning '11

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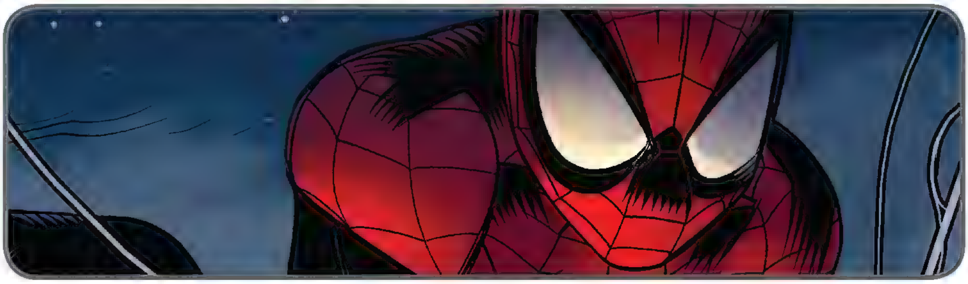
ULTIMATE FALLOUT

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.



PREVIOUSLY:

Peter Parker died heroically at the hands of Norman Osborn, a.k.a. the Green Goblin, in the arms of his one true love Mary Jane and the woman who raised him, Aunt May.

Devastated by the sudden loss, citizens and heroes alike must learn to cope in a world without Spider-Man, a world now shrouded with uncertainty...

ULTIMATE FALLOUT

CHAPTER FOUR OF SIX

SPIDER-MAN

Writer
Brian Michael Bendis

Artist
Sara Pichelli

Colorist
Justin Ponsor

REED RICHARDS

Writer
Jonathan Hickman

Artist
Salvador Larroca

Colorist
Frank D'Armata

VALERIE COOPER

Writer
Nick Spencer

Artist
Clayton Crain

Letterers
VC's Cory Petit & Clayton Cowles

Cover Art
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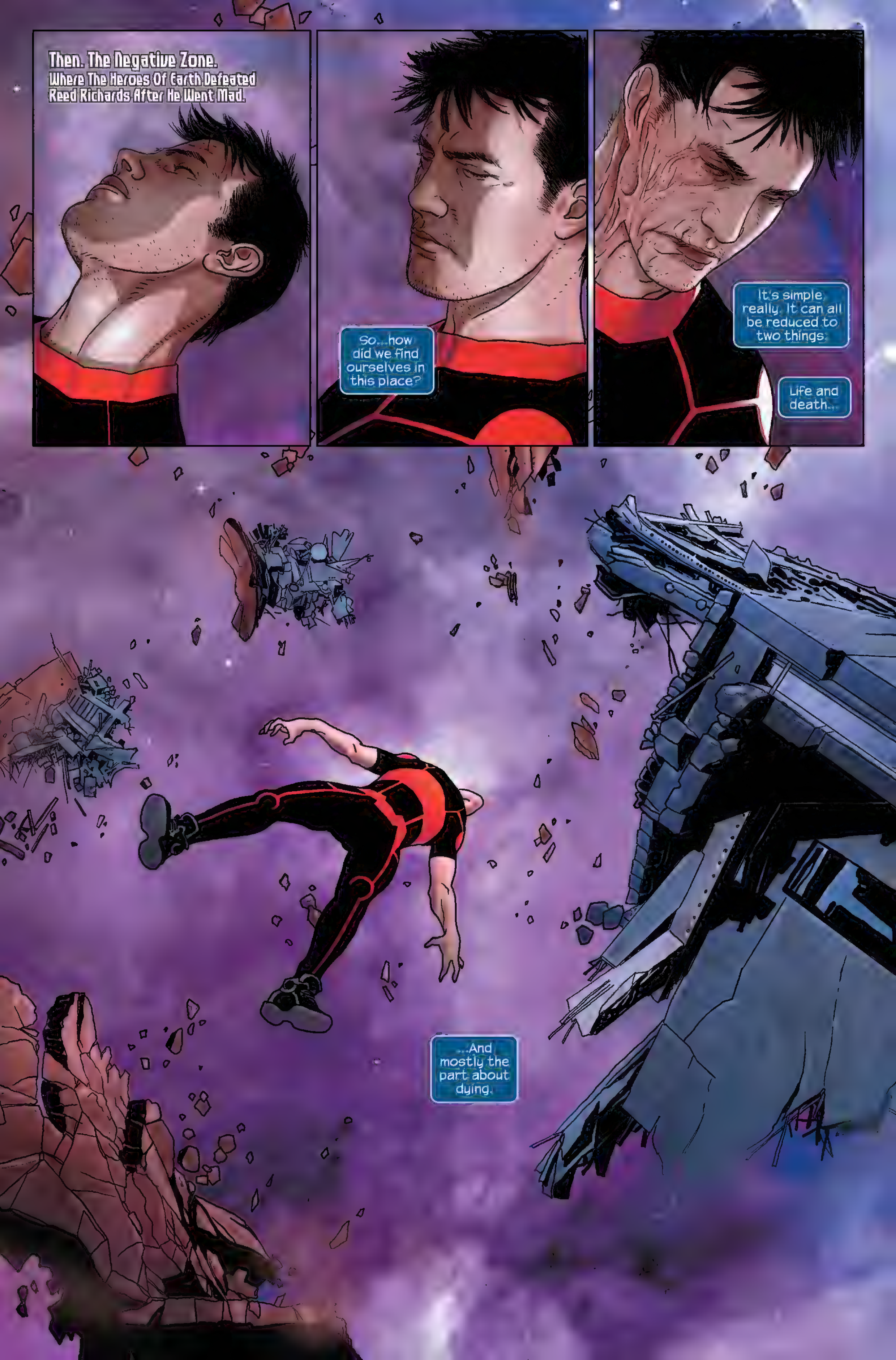
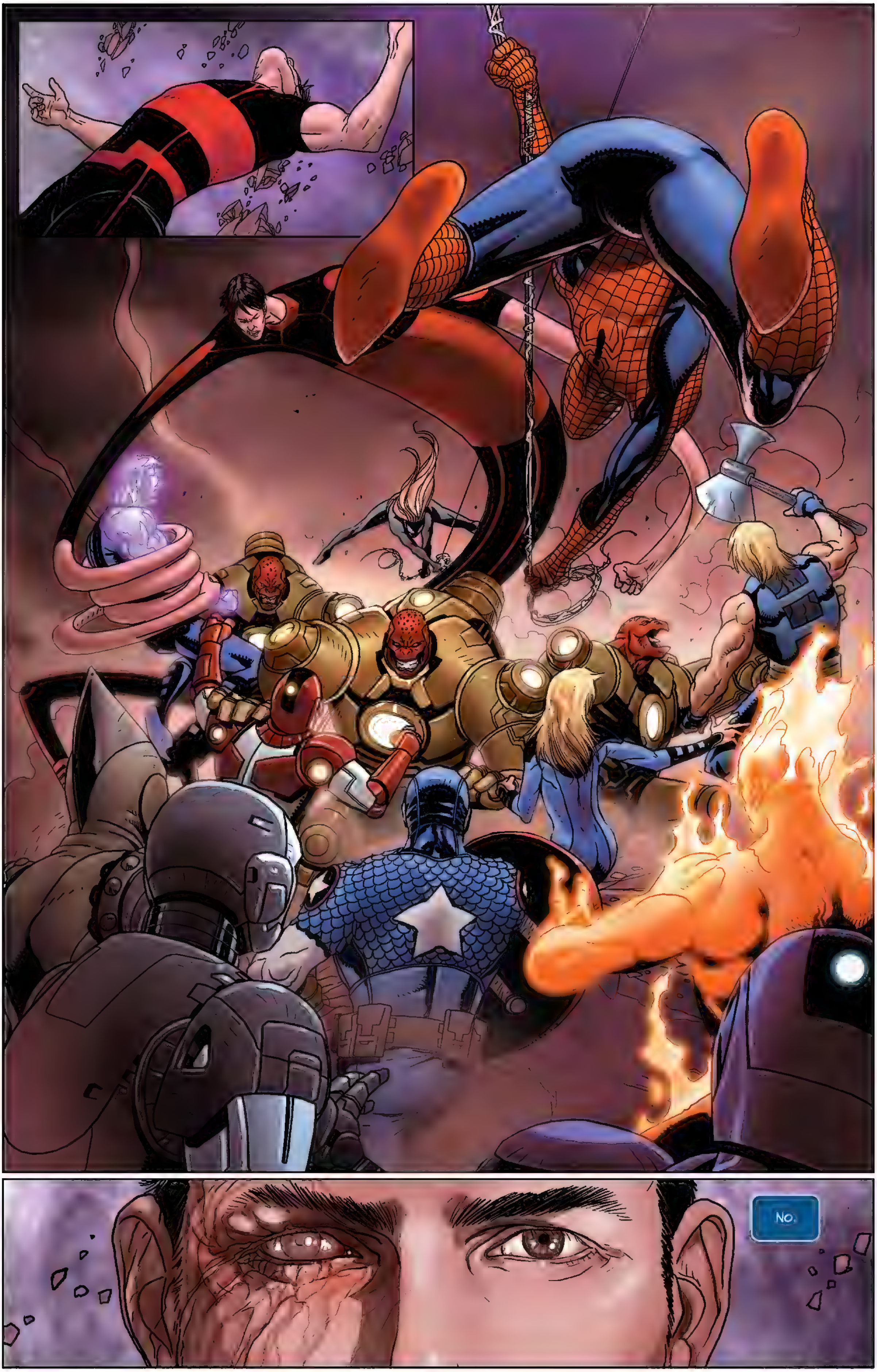
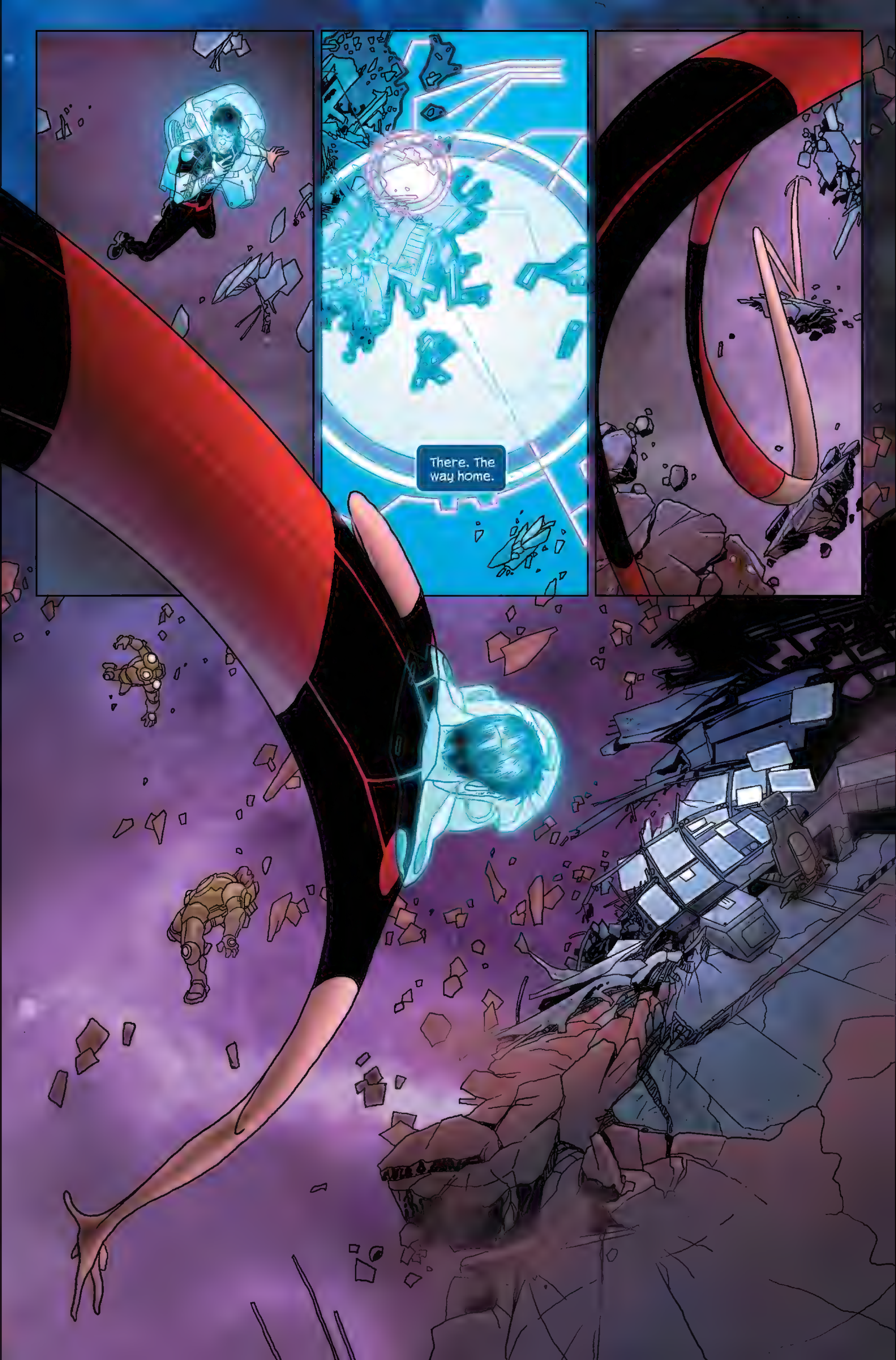
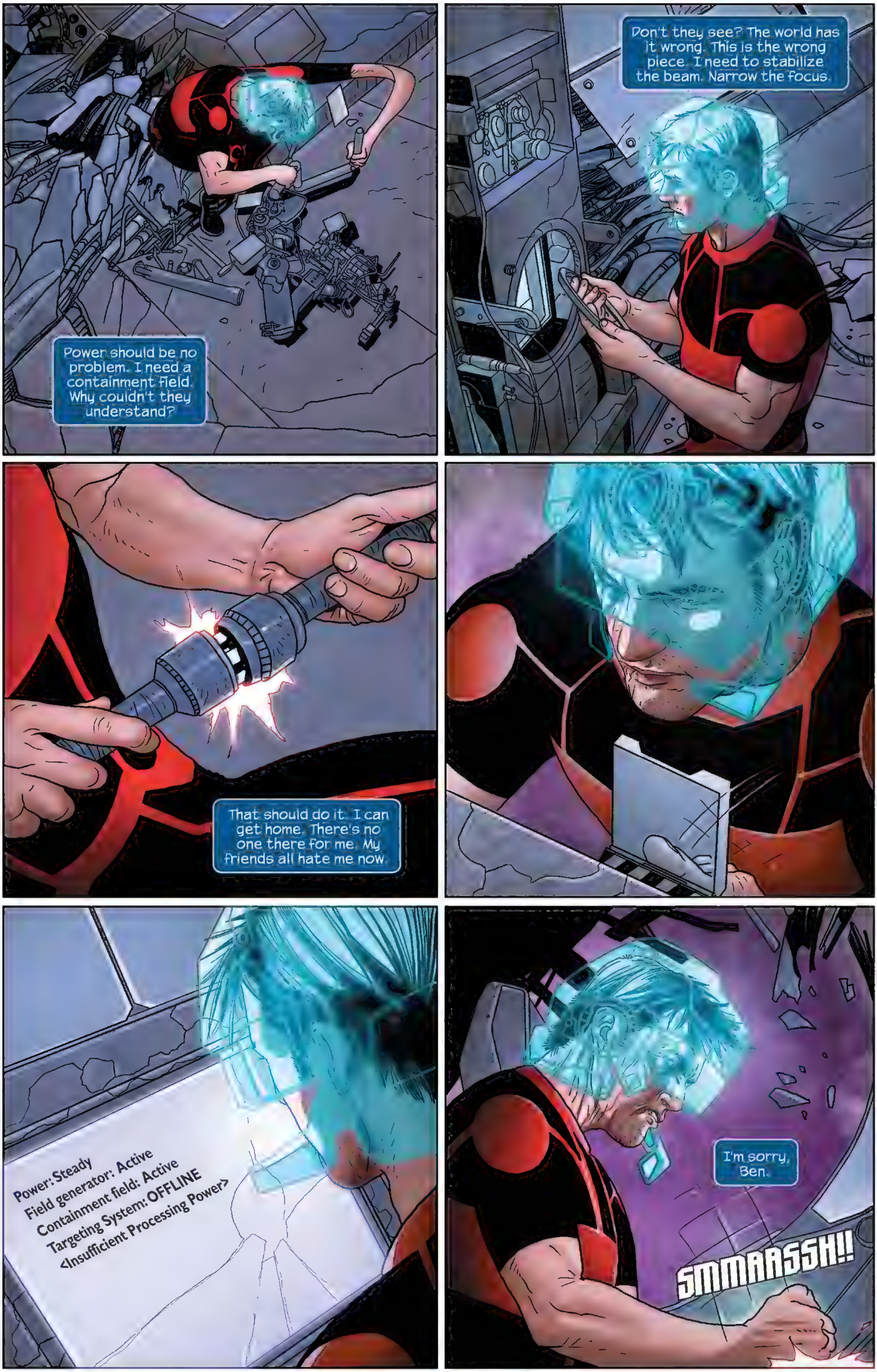
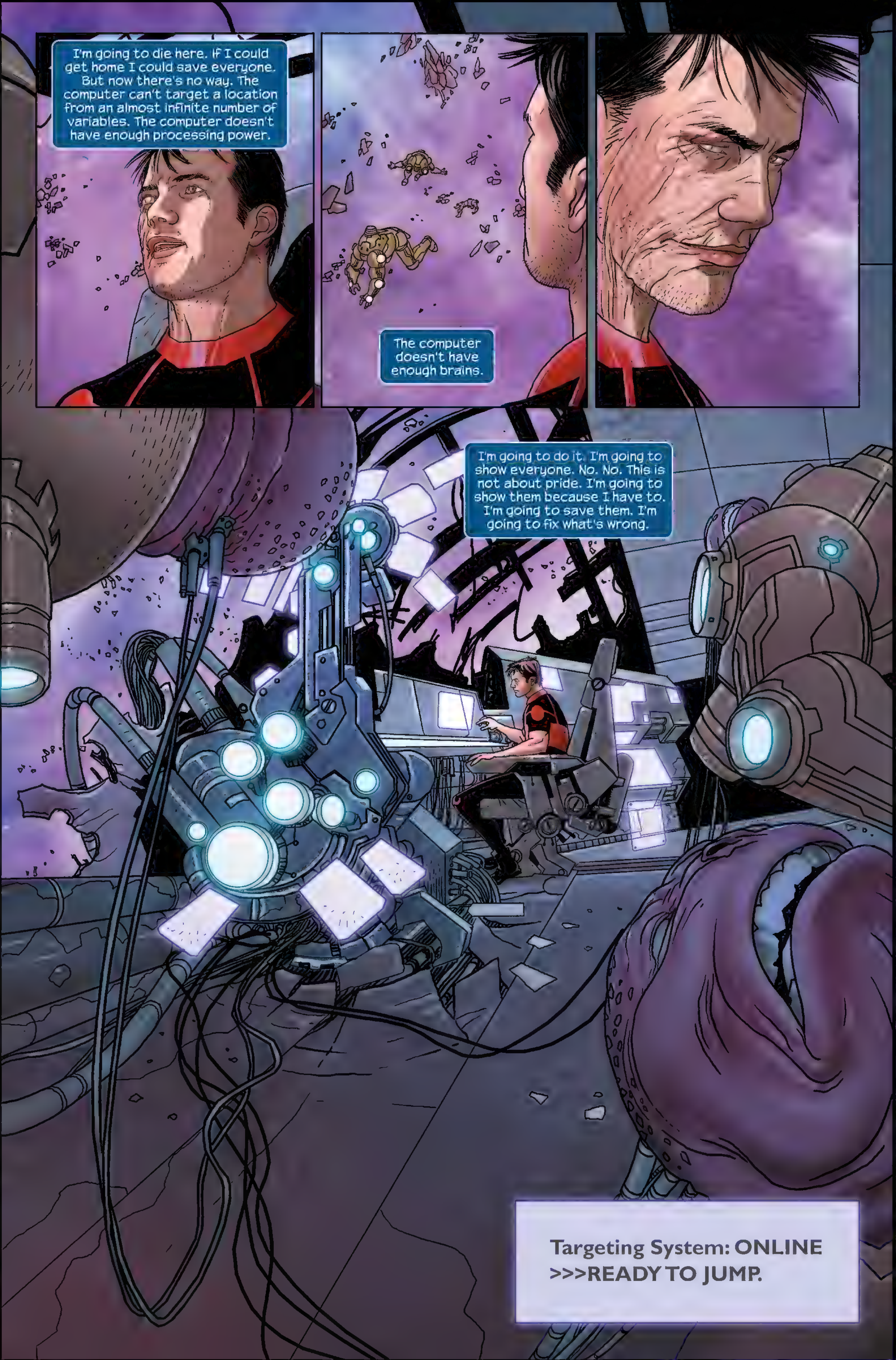
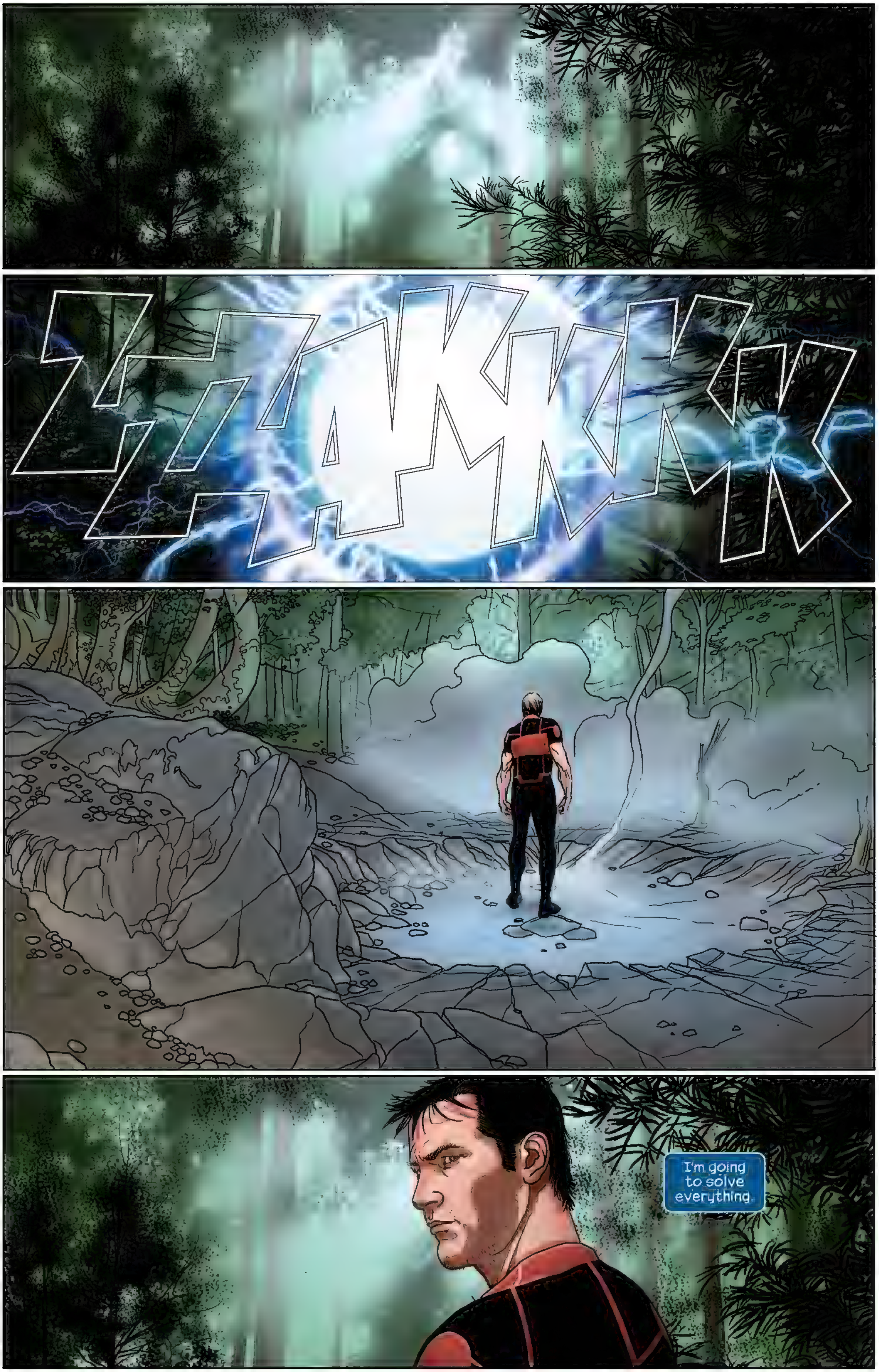

Then. The Negative Zone.
Where The Heroes Of Earth Defeated Reed Richards After He Went Mad.
So...how did we find ourselves in this place?
It's simple really. It can all be reduced to two things.
Life and death...
...And mostly the part about dying.

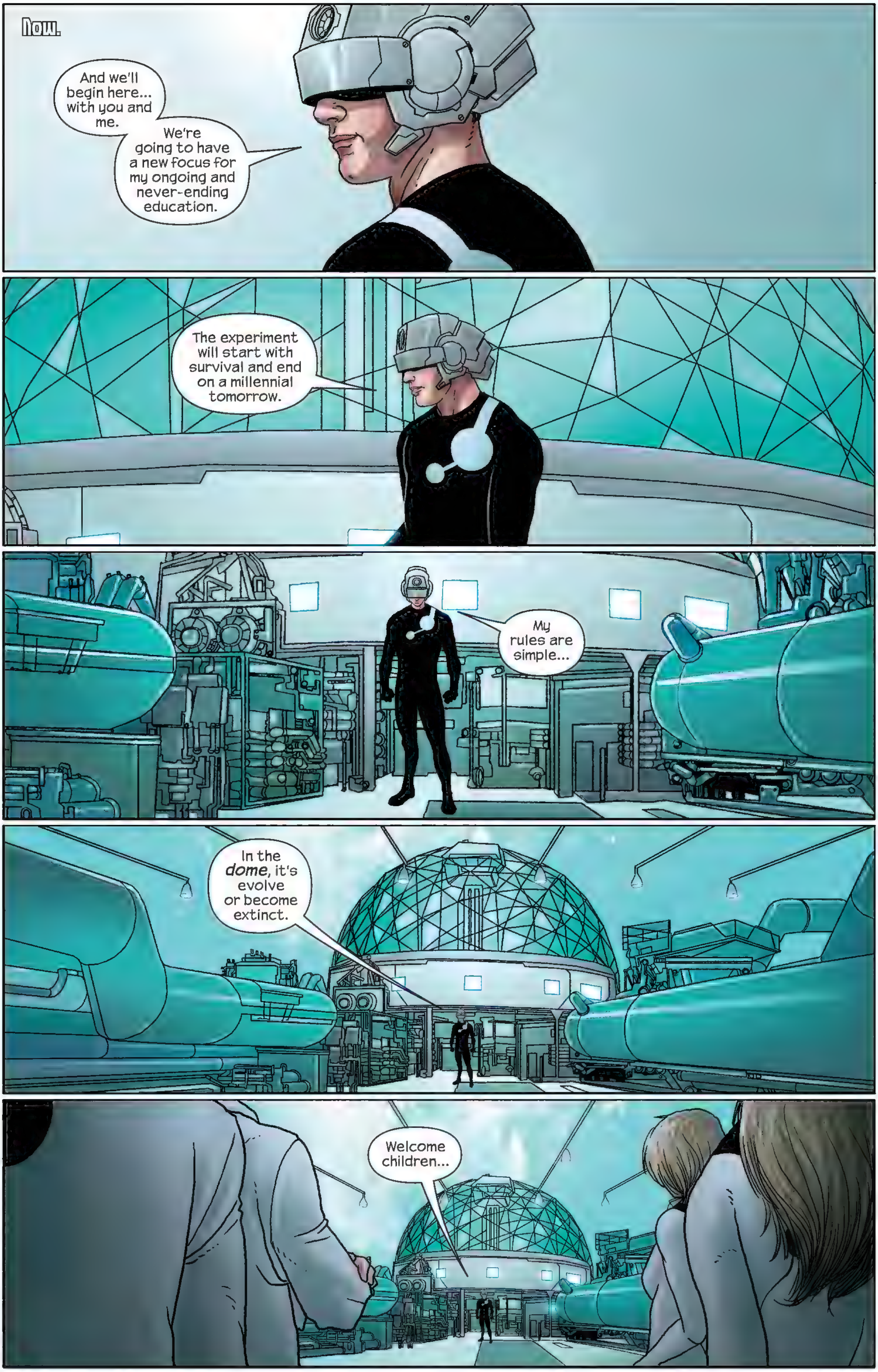

No.

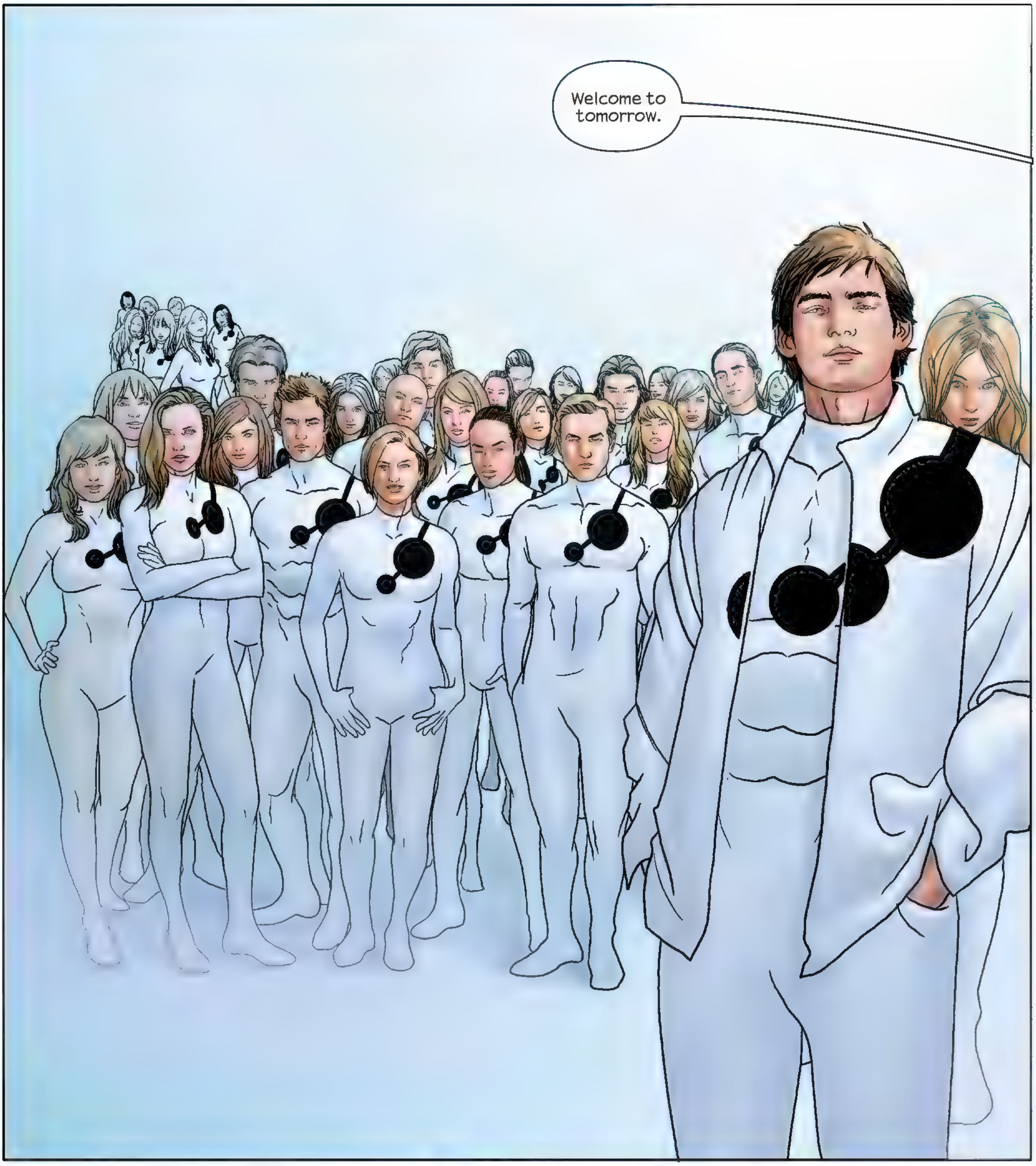

There. The way home.

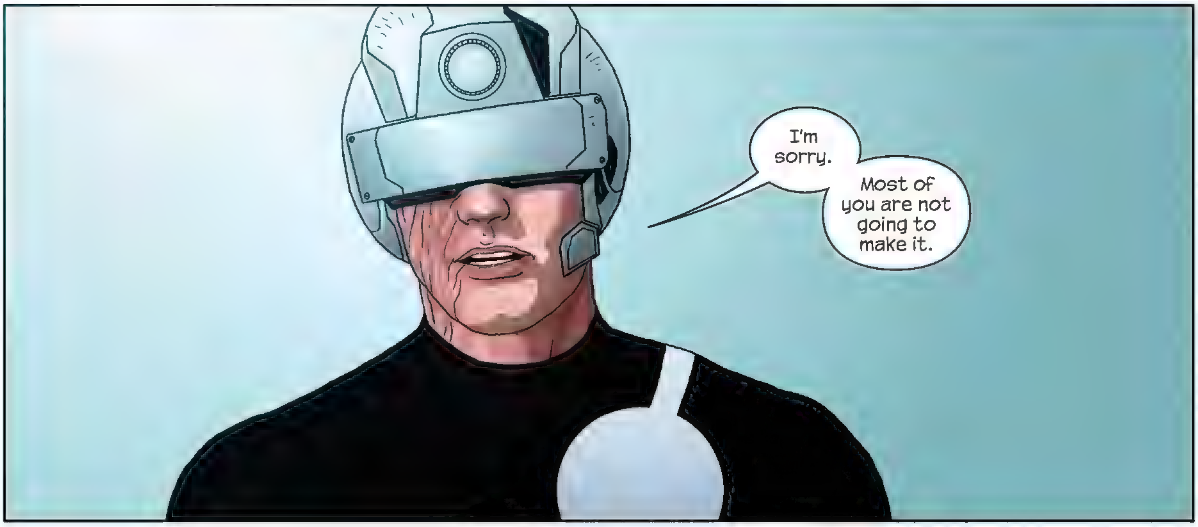

Power should be no problem. I need a containment field. Why couldn't they understand?
Don't they see? The world has it wrong. This is the wrong piece. I need to stabilize the beam. Narrow the focus.
That should do it. I can get home. There's no one there for me. My friends all hate me now.
Power: Steady
Field generator: Active
Containment field: Active
Targeting System: OFFLINE
<Insufficient Processing Power>
I'm sorry, Ben.
SMMAASSH!!

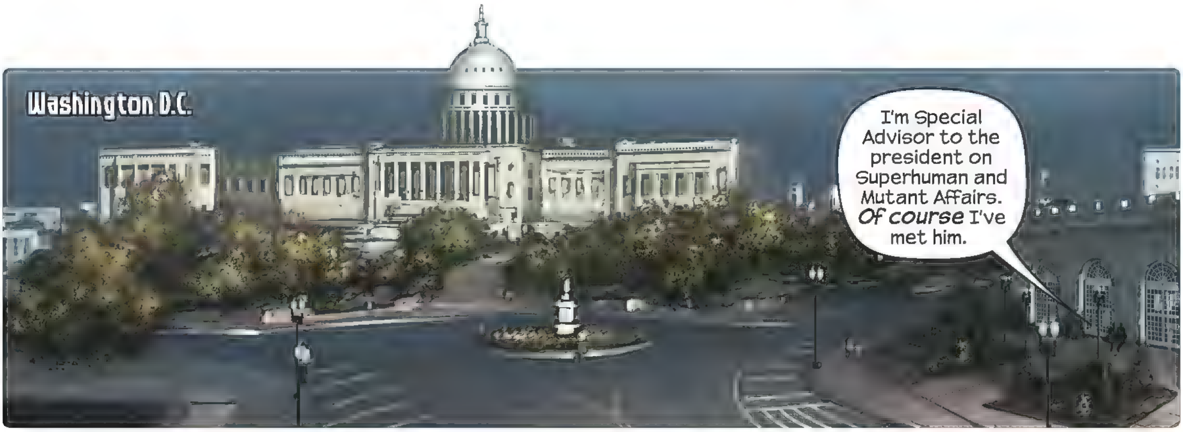

I'm going to die here. If I could get home I could save everyone. But now there's no way. The computer can't target a location from an almost infinite number of variables. The computer doesn't have enough processing power.
The computer doesn't have enough brains.
I'm going to do it. I'm going to show everyone. No. No. This is not about pride. I'm going to show them because I have to. I'm going to save them. I'm going to fix what's wrong.
Targeting System: ONLINE
>>>READY TO JUMP.

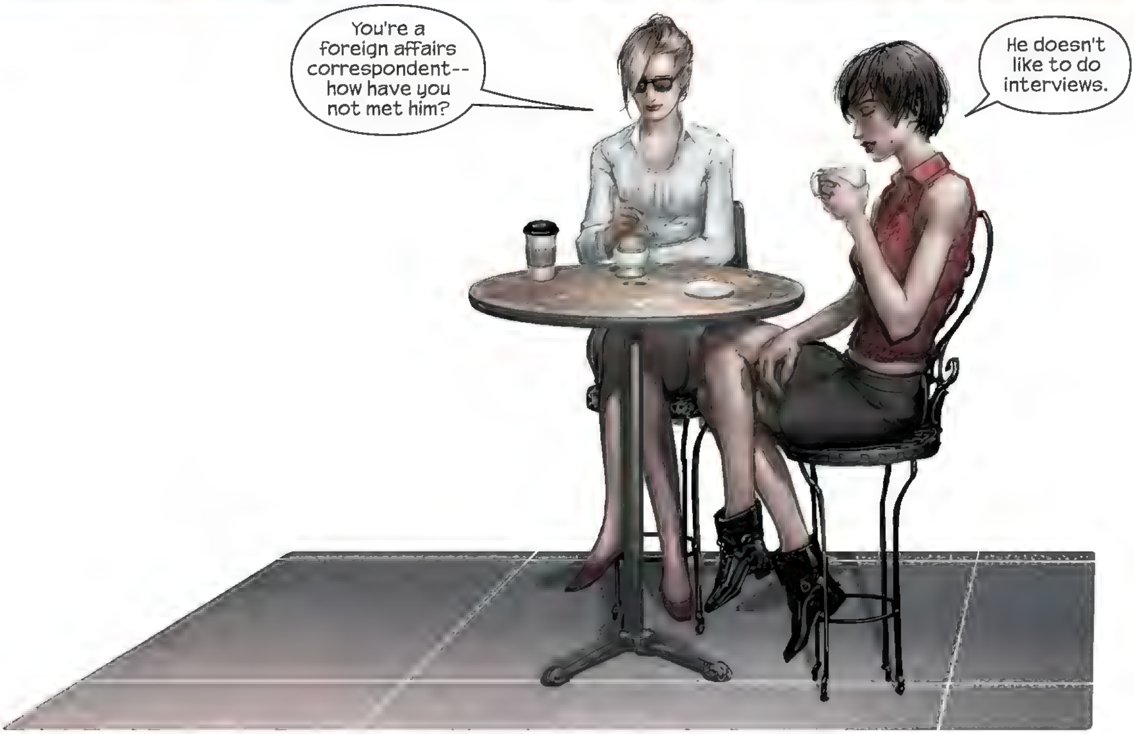

ZZAKKK
I'm going to solve everything.

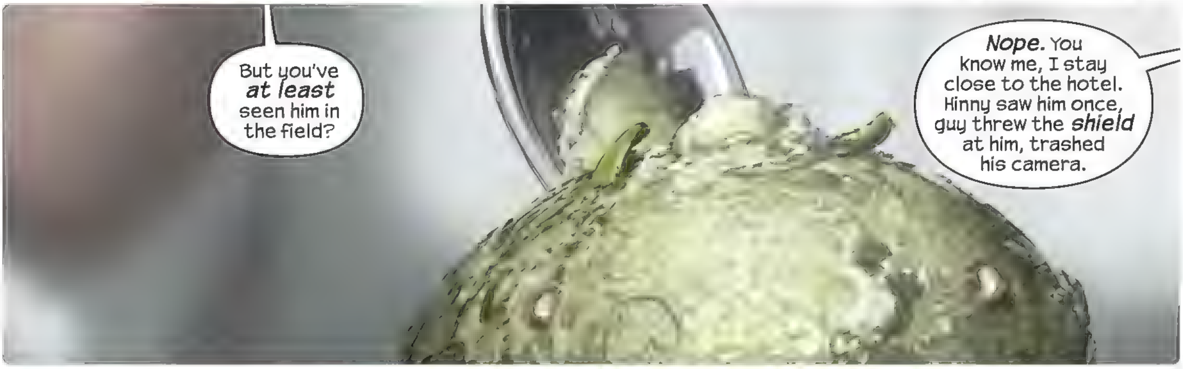

Now.
And we'll begin here... with you and me.
We're going to have a new focus for my ongoing and never-ending education.
The experiment will start with survival and end on a millennial tomorrow.
My rules are simple...
In the *dome*, it's evolve or become extinct.
Welcome children...

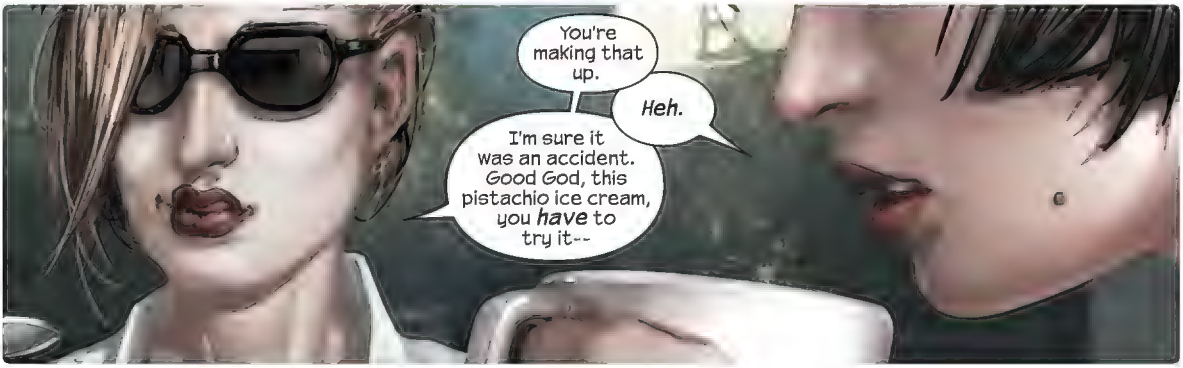

Welcome to tomorrow.

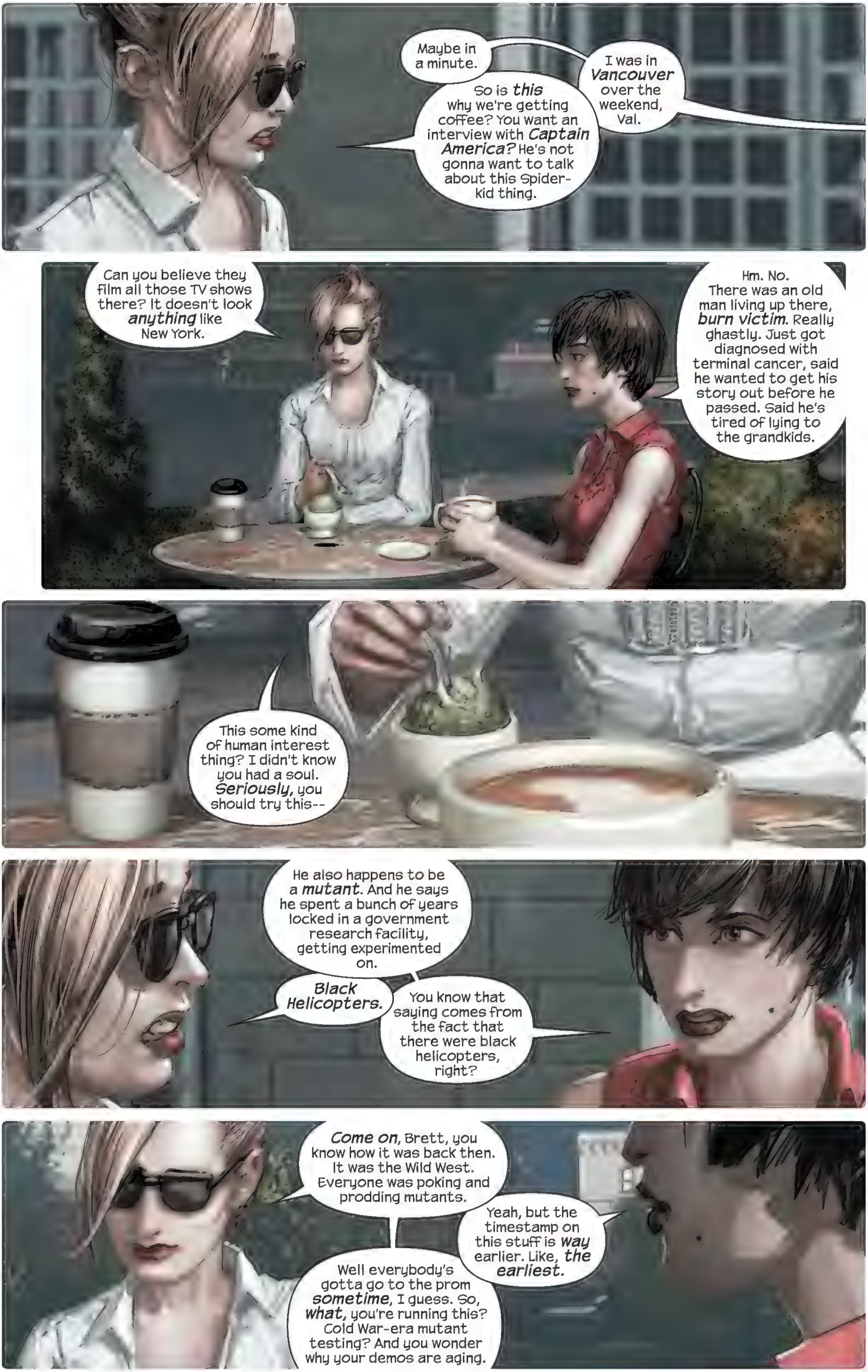

I'm sorry.
Most of you are not going to make it.

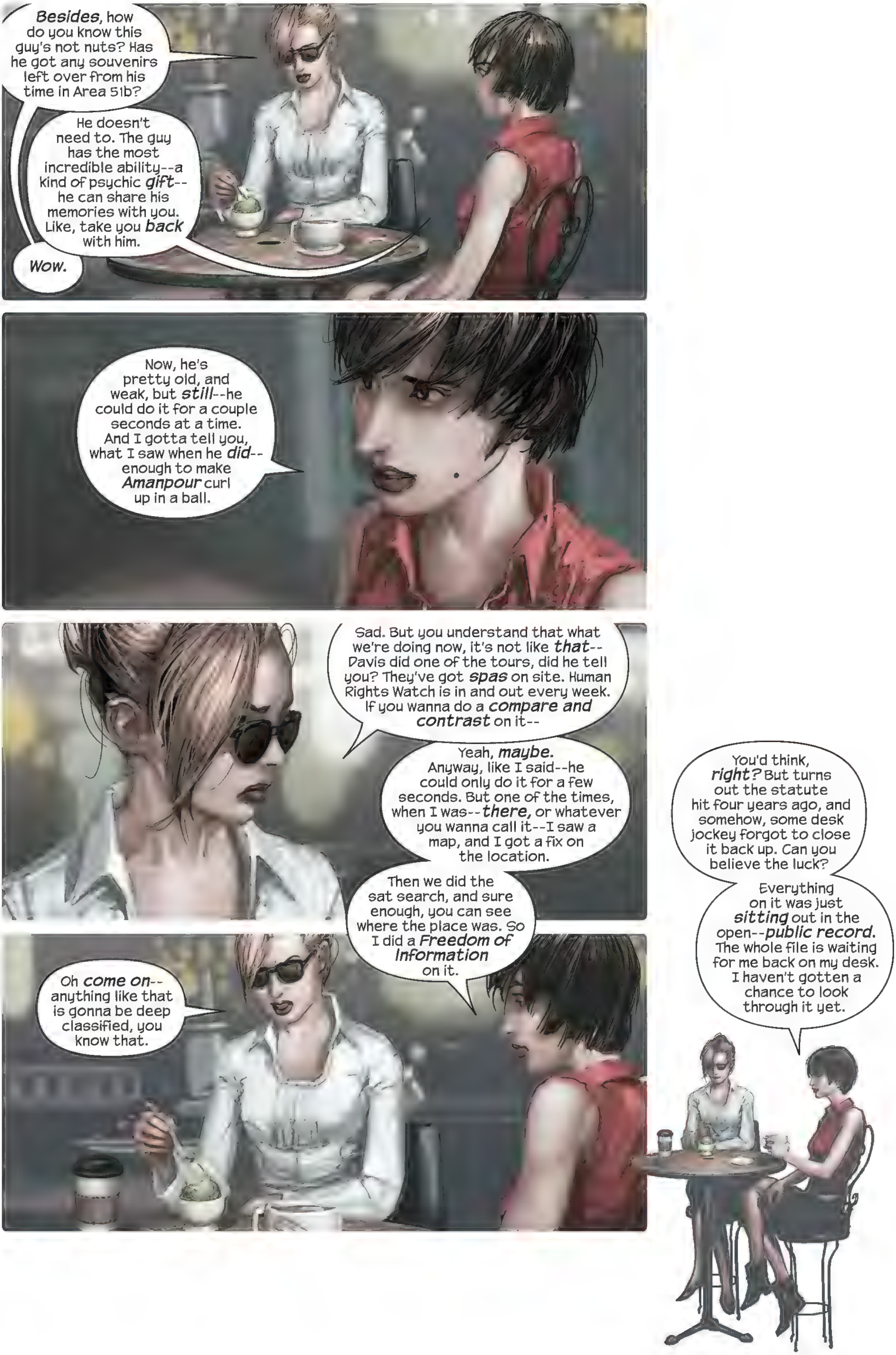

Washington D.C.
I'm Special Advisor to the president on Superhuman and Mutant Affairs. *Of course* I've met him.

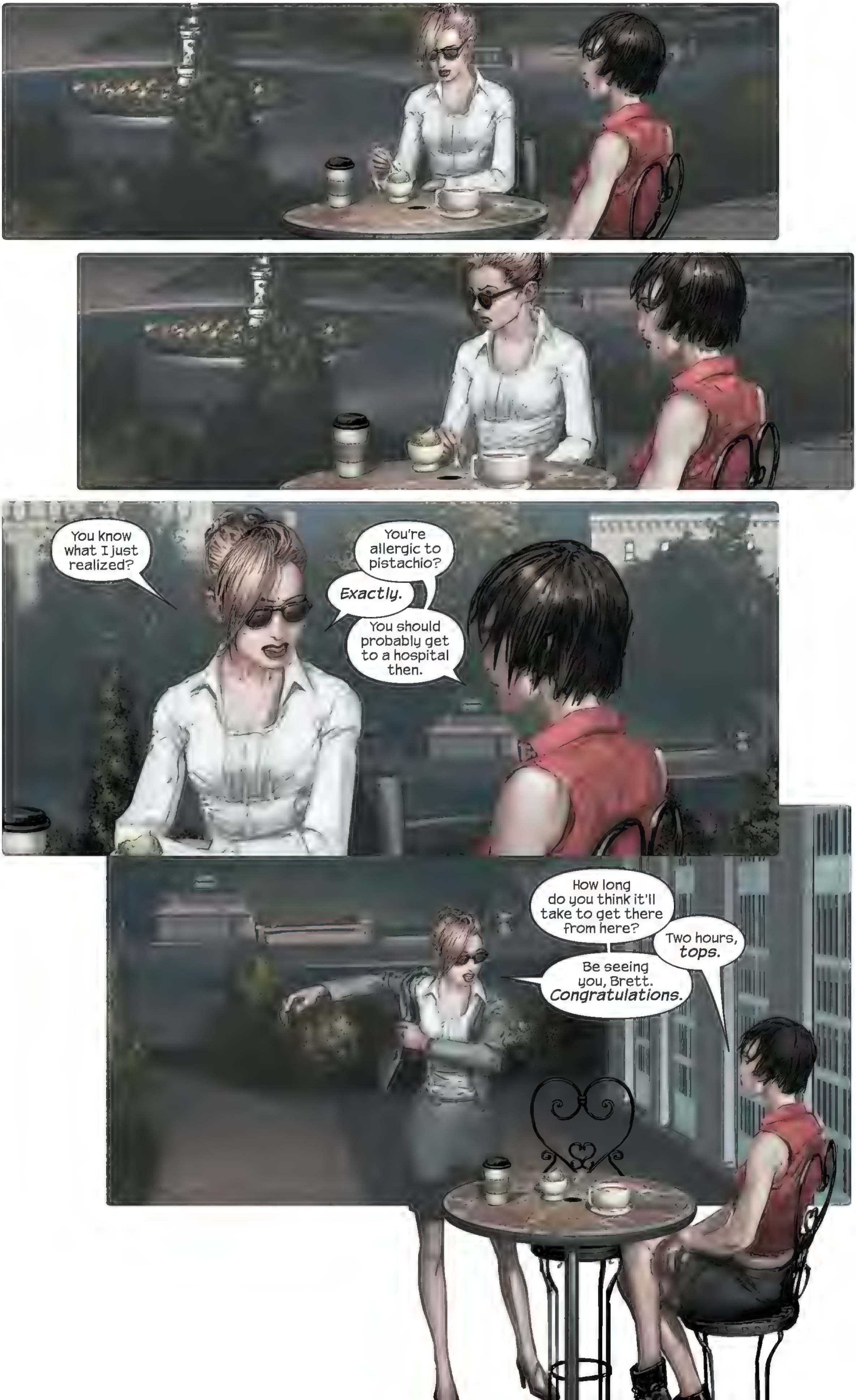

You're a foreign affairs correspondent-- how have you not met him?
He doesn't like to do interviews.

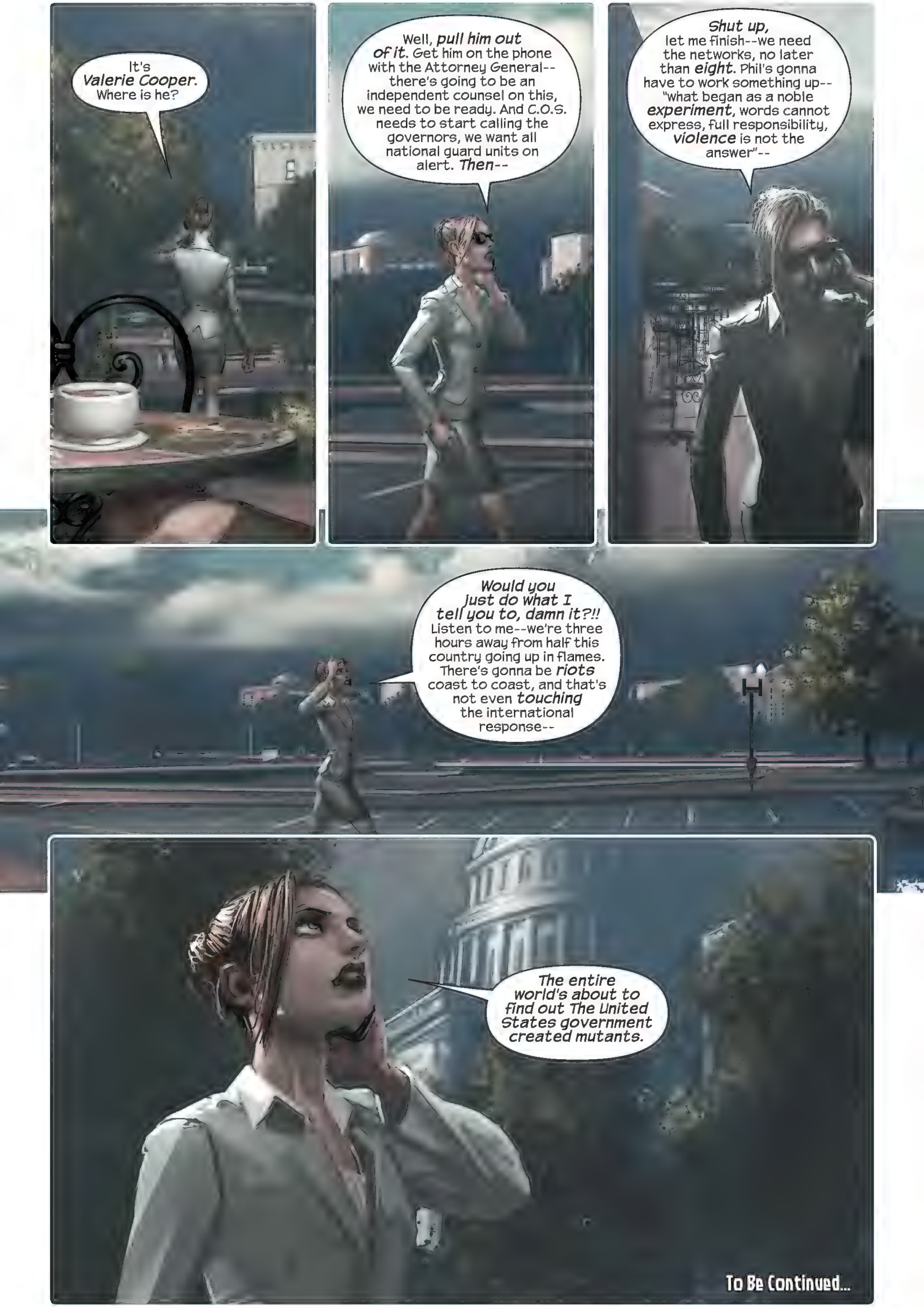

But you've *at least* seen him in the field?
Nope. You know me, I stay close to the hotel. Hinny saw him once, guy threw the *shield* at him, trashed his camera.

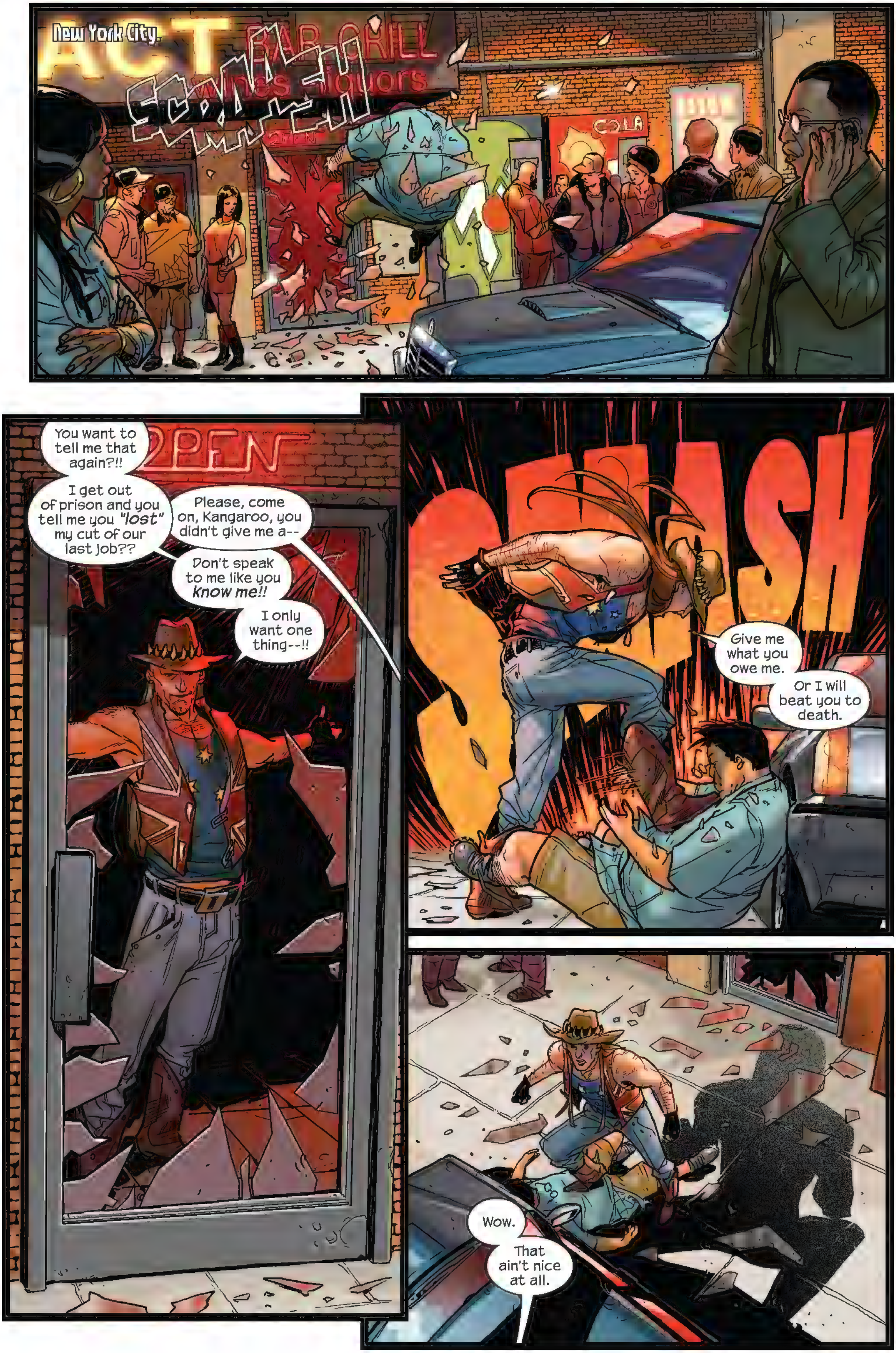

You're making that up.
Heh.
I'm sure it was an accident. Good God, this pistachio ice cream, you *have* to try it--

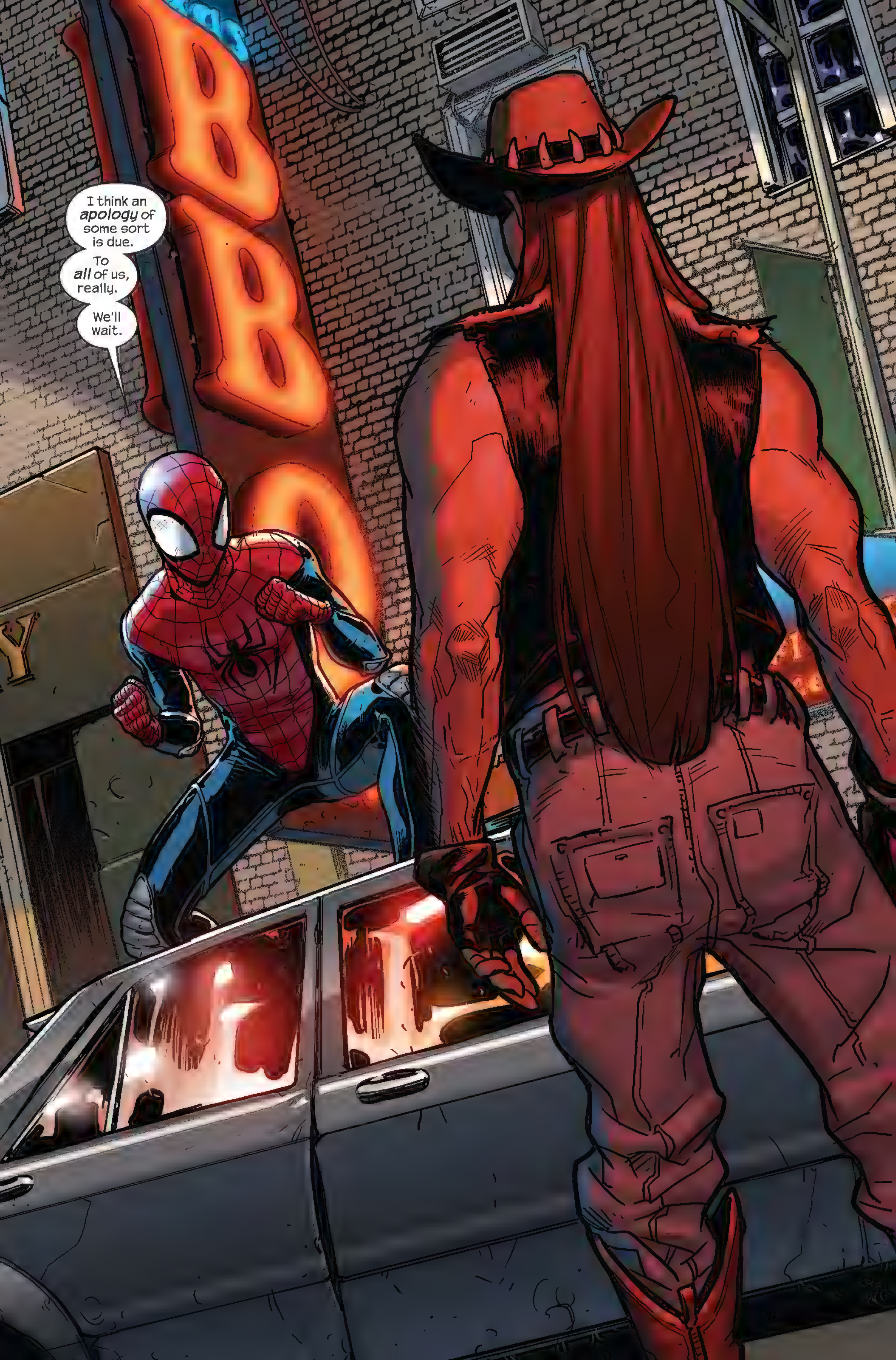

So is this why we're getting coffee? You want an interview with Captain America? He's not gonna want to talk about this Spider-kid thing.
Maybe in a minute.
I was in Vancouver over the weekend, Val.
Can you believe they film all those TV shows there? It doesn't look anything like New York.
Hm. No. There was an old man living up there, burn victim. Really ghastly. Just got diagnosed with terminal cancer, said he wanted to get his story out before he passed. Said he's tired of lying to the grandkids.
This some kind of human interest thing? I didn't know you had a soul. Seriously, you should try this--
He also happens to be a mutant. And he says he spent a bunch of years locked in a government research facility, getting experimented on.
Black Helicopters.
You know that saying comes from the fact that there were black helicopters, right?
Come on, Brett, you know how it was back then. It was the Wild West. Everyone was poking and prodding mutants.
Yeah, but the timestamp on this stuff is way earlier. Like, the earliest.
Well everybody's gotta go to the prom sometime, I guess. So, what, you're running this? Cold War-era mutant testing? And you wonder why your demos are aging.

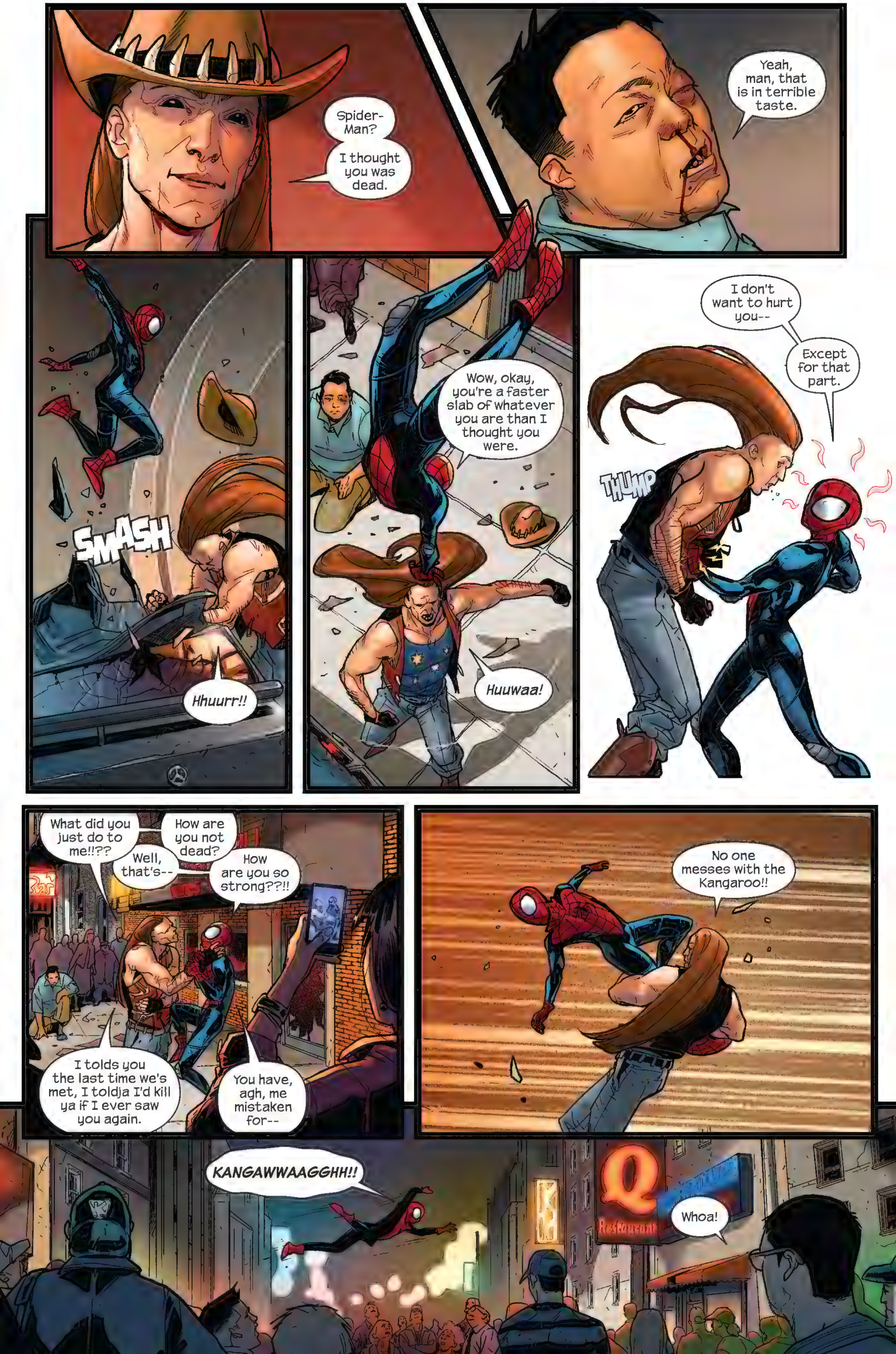

Besides, how do you know this guy's not nuts? Has he got any souvenirs left over from his time in Area 51b?
He doesn't need to. The guy has the most incredible ability--a kind of psychic *gift*--he can share his memories with you. Like, take you *back* with him.
Wow.
Now, he's pretty old, and weak, but *still*--he could do it for a couple seconds at a time. And I gotta tell you, what I saw when he *did*--enough to make *Amanpour* curl up in a ball.
Sad. But you understand that what we're doing now, it's not like *that*--Davis did one of the tours, did he tell you? They've got *spas* on site. Human Rights Watch is in and out every week. If you wanna do a *compare and contrast* on it--
Yeah, *maybe.* Anyway, like I said--he could only do it for a few seconds. But one of the times, when I was--*there,* or whatever you wanna call it--I saw a map, and I got a fix on the location.
Then we did the sat search, and sure enough, you can see where the place was. So I did a *Freedom of Information* on it.
Oh *come on*--anything like that is gonna be deep classified, you know that.
You'd think, *right?* But turns out the statute hit four years ago, and somehow, some desk jockey forgot to close it back up. Can you believe the luck?
Everything on it was just *sitting* out in the open--*public record.* The whole file is waiting for me back on my desk. I haven't gotten a chance to look through it yet.

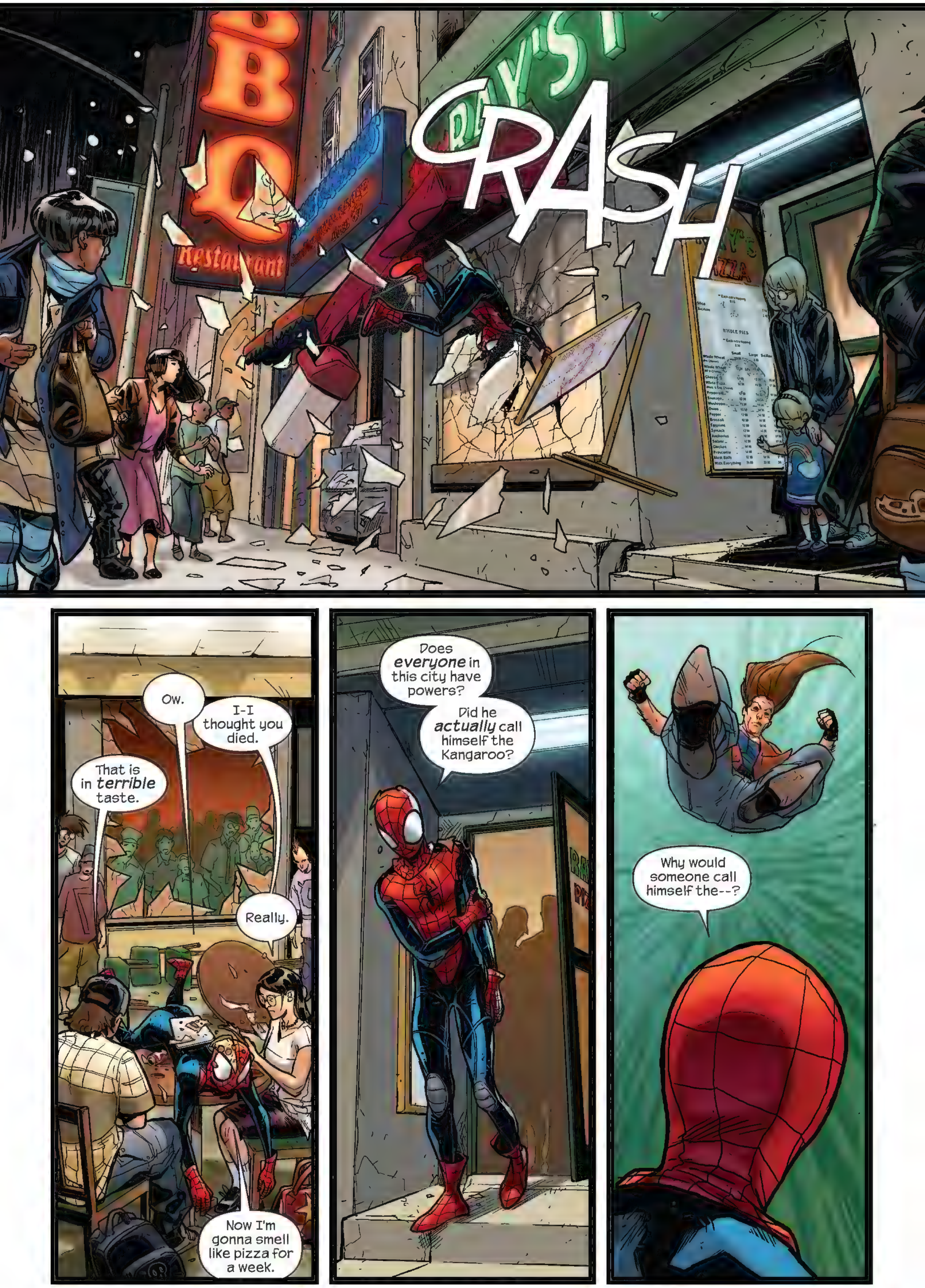

You know what I just realized?
You're allergic to pistachio?
Exactly.
You should probably get to a hospital then.
How long do you think it'll take to get there from here?
Two hours, *tops.*
Be seeing you, Brett. *Congratulations.*

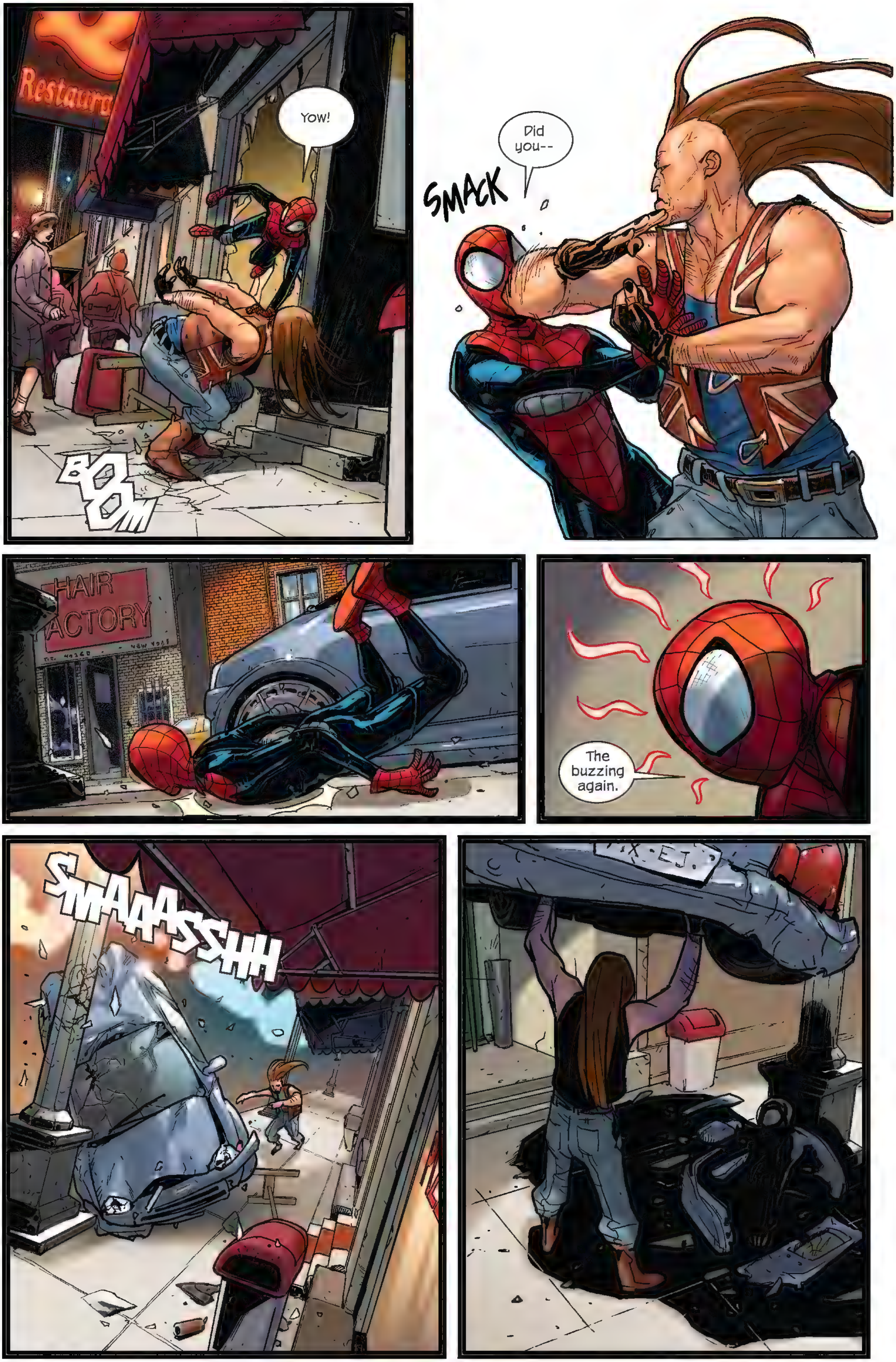

It's *Valerie Cooper*. Where is he?
Well, *pull him out of it*. Get him on the phone with the Attorney General-- there's going to be an independent counsel on this, we need to be ready. And C.O.S. needs to start calling the governors, we want all national guard units on alert. *Then*--
Shut up, let me finish--we need the networks, no later than *eight*. Phil's gonna have to work something up-- "what began as a noble *experiment*, words cannot express, full responsibility, *violence* is not the answer"--
Would you just do what I tell you to, damn it?!! Listen to me--we're three hours away from half this country going up in flames. There's gonna be *riots* coast to coast, and that's not even *touching* the international response--
The entire world's about to find out The United States government created mutants.
To Be Continued...

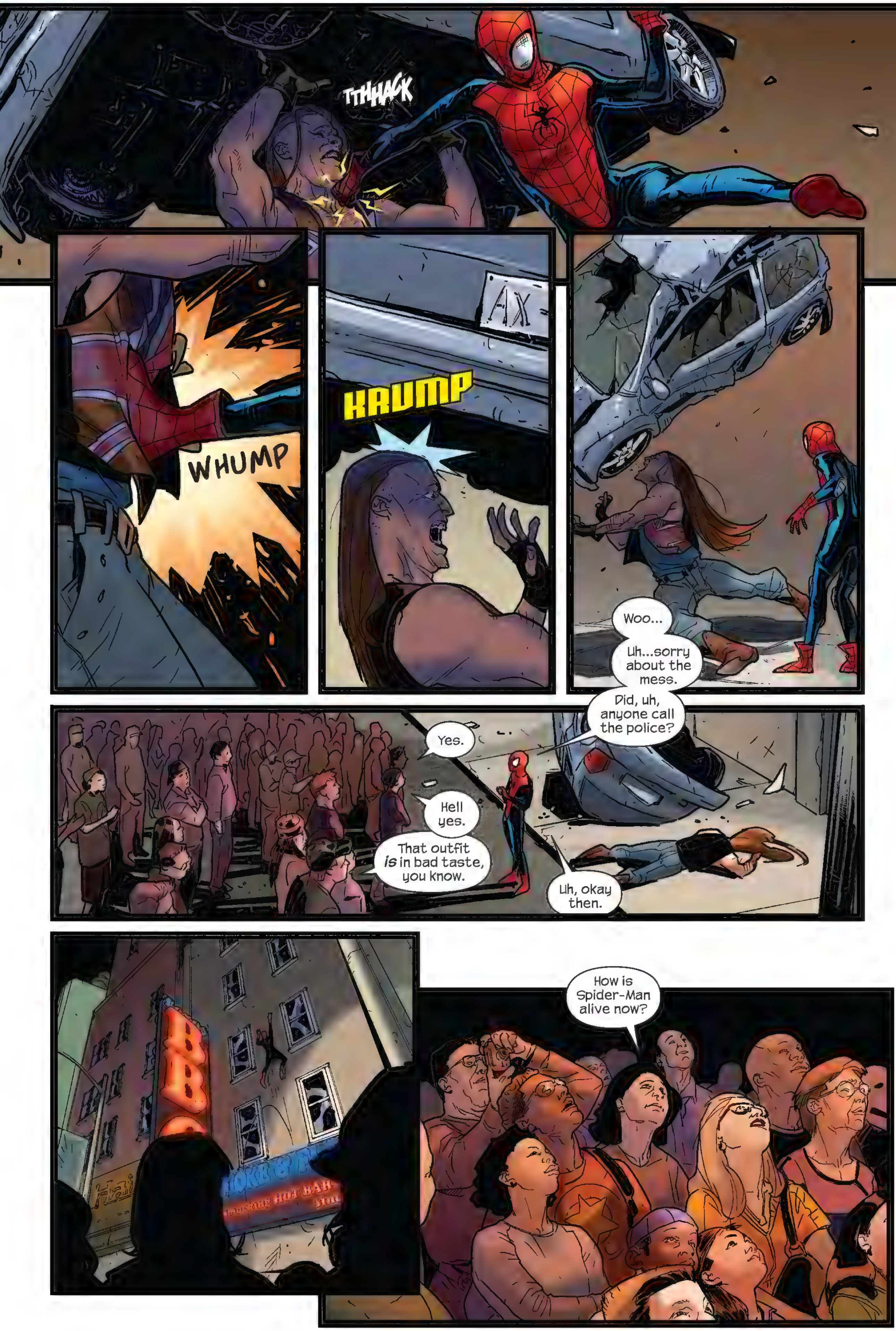

New York City.
ACT
BAR-GRILL
wines & liquors
OPEN
SCRAASH
COLA
OPEN
You want to tell me that again?!!
I get out of prison and you tell me you *"lost"* my cut of our last job??
Please, come on, Kangaroo, you didn't give me a--
Don't speak to me like you ***know me!!***
I only want one thing--!!
SMASH
Give me what you owe me.
Or I will beat you to death.
Wow.
That ain't nice at all.

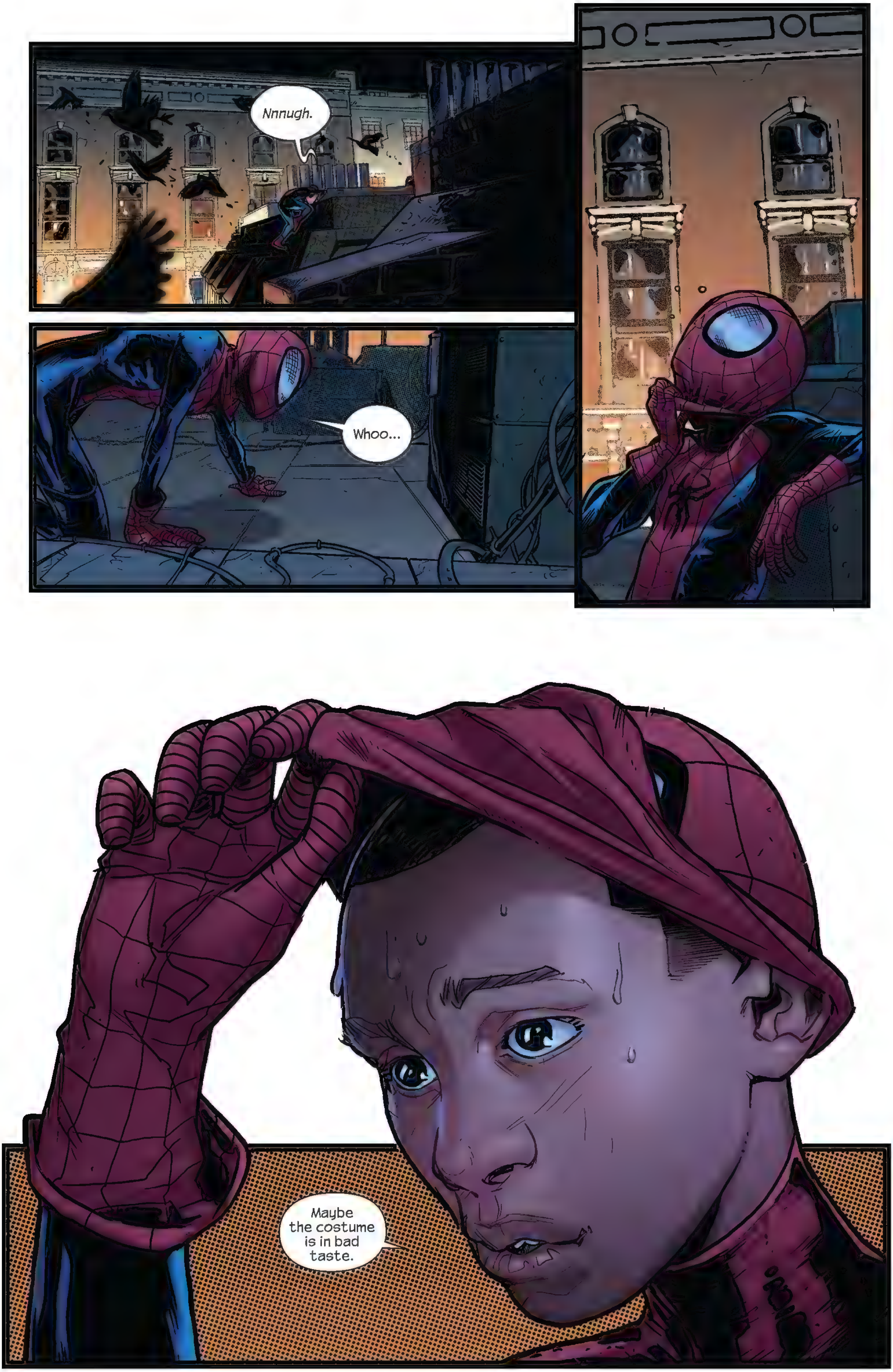

I think an *apology* of some sort is due.
To *all* of us, really.
We'll wait.


Spider-Man?
I thought you was dead.
Yeah, man, that is in terrible taste.
SMASH
Hhuurr!!
Wow, okay, you're a faster slab of whatever you are than I thought you were.
Huuwaa!
I don't want to hurt you--
Except for that part.
THUMP
What did you just do to me!!??
How are you not dead?
Well, that's--
How are you so strong??!!
I tolds you the last time we's met, I toldja I'd kill ya if I ever saw you again.
You have, agh, me mistaken for--
No one messes with the Kangaroo!!
KANGAWWAAGGHH!!
Whoa!
Restaurant


BQ
Restaurant
RAY'S
CRASH
That is in *terrible* taste.
Ow.
I-I thought you died.
Really.
Now I'm gonna smell like pizza for a week.
Does *everyone* in this city have powers?
Did he *actually* call himself the Kangaroo?
Why would someone call himself the--?


Restaura
Yow!
BOOM
SMACK
Did you--
HAIR
ACTORY
The buzzing again.
SMAAASSHH
X.E.J.


TTHHACK
WHUMP
AX
KRUMP
Woo...
Uh...sorry about the mess.
Did, uh, anyone call the police?
Yes.
Hell yes.
That outfit *is* in bad taste, you know.
Uh, okay then.
HOT BAR
How is Spider-Man alive now?


Nnnugh.
Whoo...
Maybe the costume is in bad taste.

NEXT ISSUE

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ULTIMATE COMICS FALLOUT #5

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ULTIMATE FALLOUT

SPIDER-MAN NO MORE

MARVEL

ISSUE
5

HICKMAN • SPENCER • TAN • ROSS

ADAM KUBERT
10

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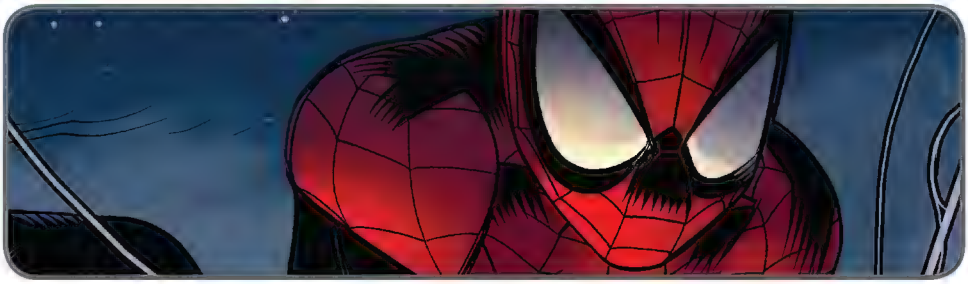
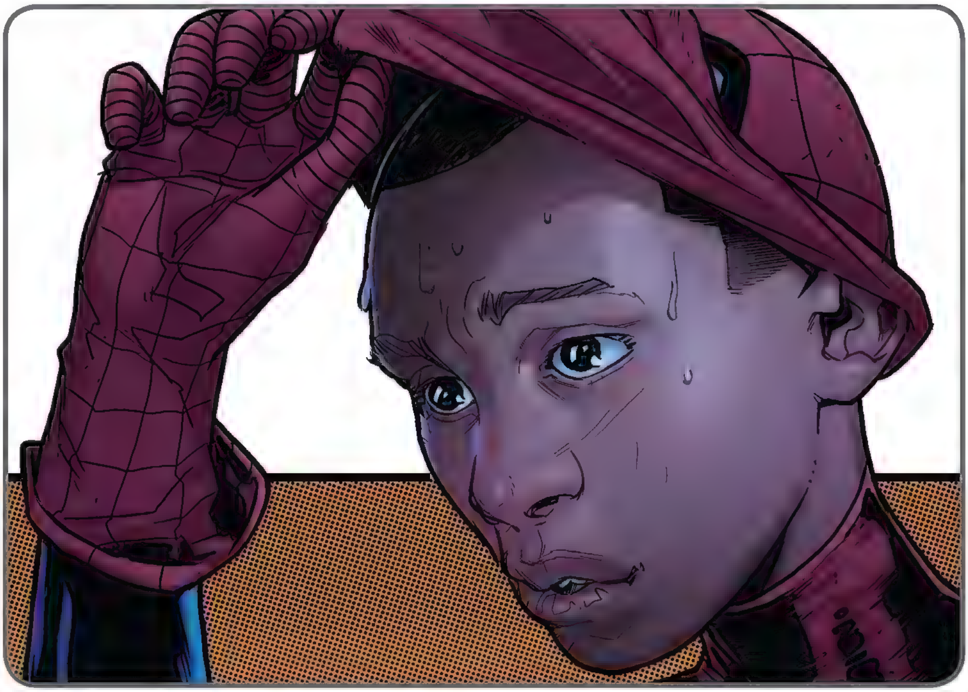
The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.



PREVIOUSLY:

Peter Parker died heroically at the hands of Norman Osborn, a.k.a. the Green Goblin, in the arms of his one true love Mary Jane and the woman who raised him, Aunt May.

While heroes and citizens alike must learn to cope in a world without Spider-Man, others begin to plot what happens next...



ULTIMATE FALLOUT

CHAPTER FIVE OF SIX

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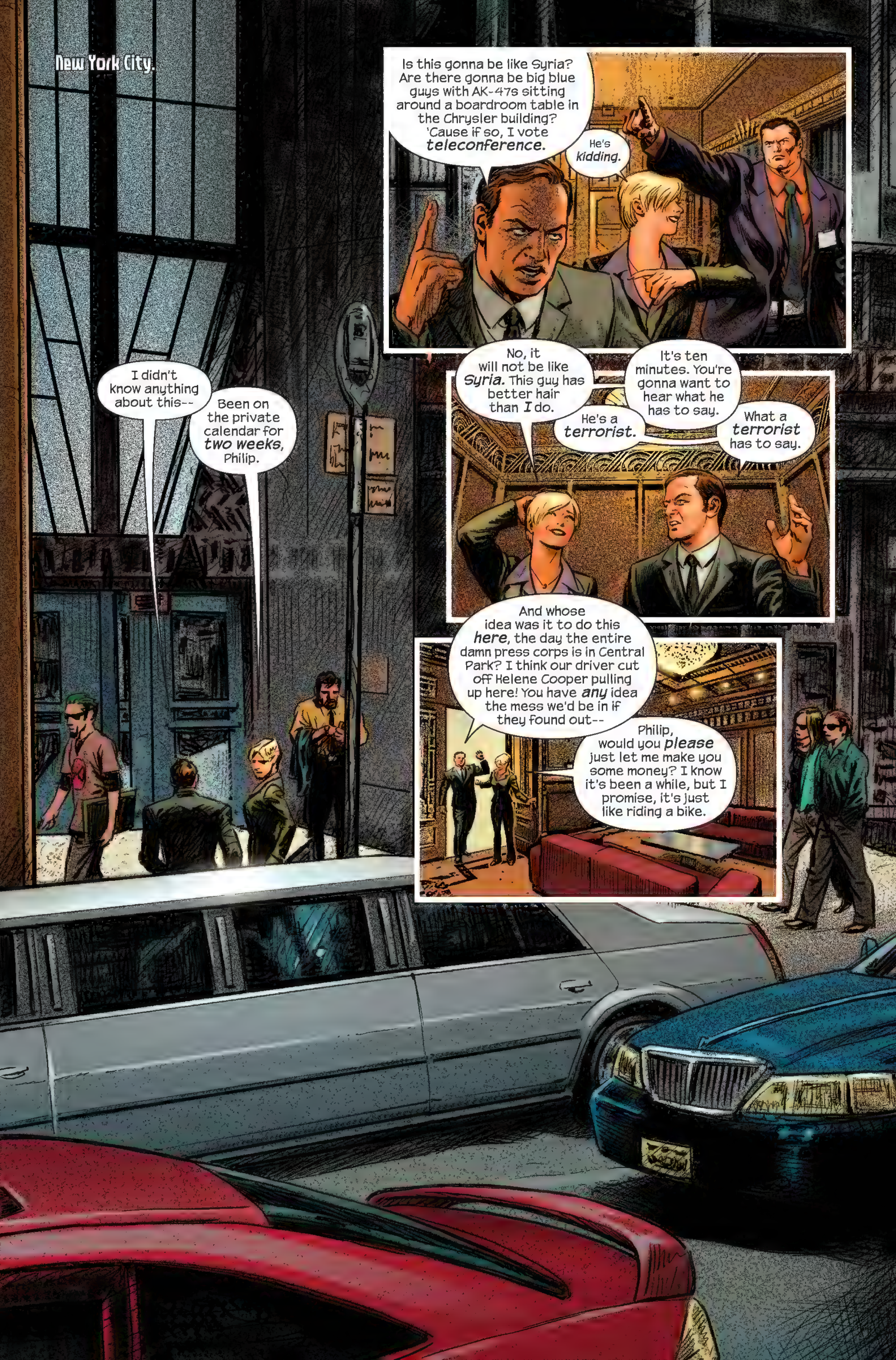
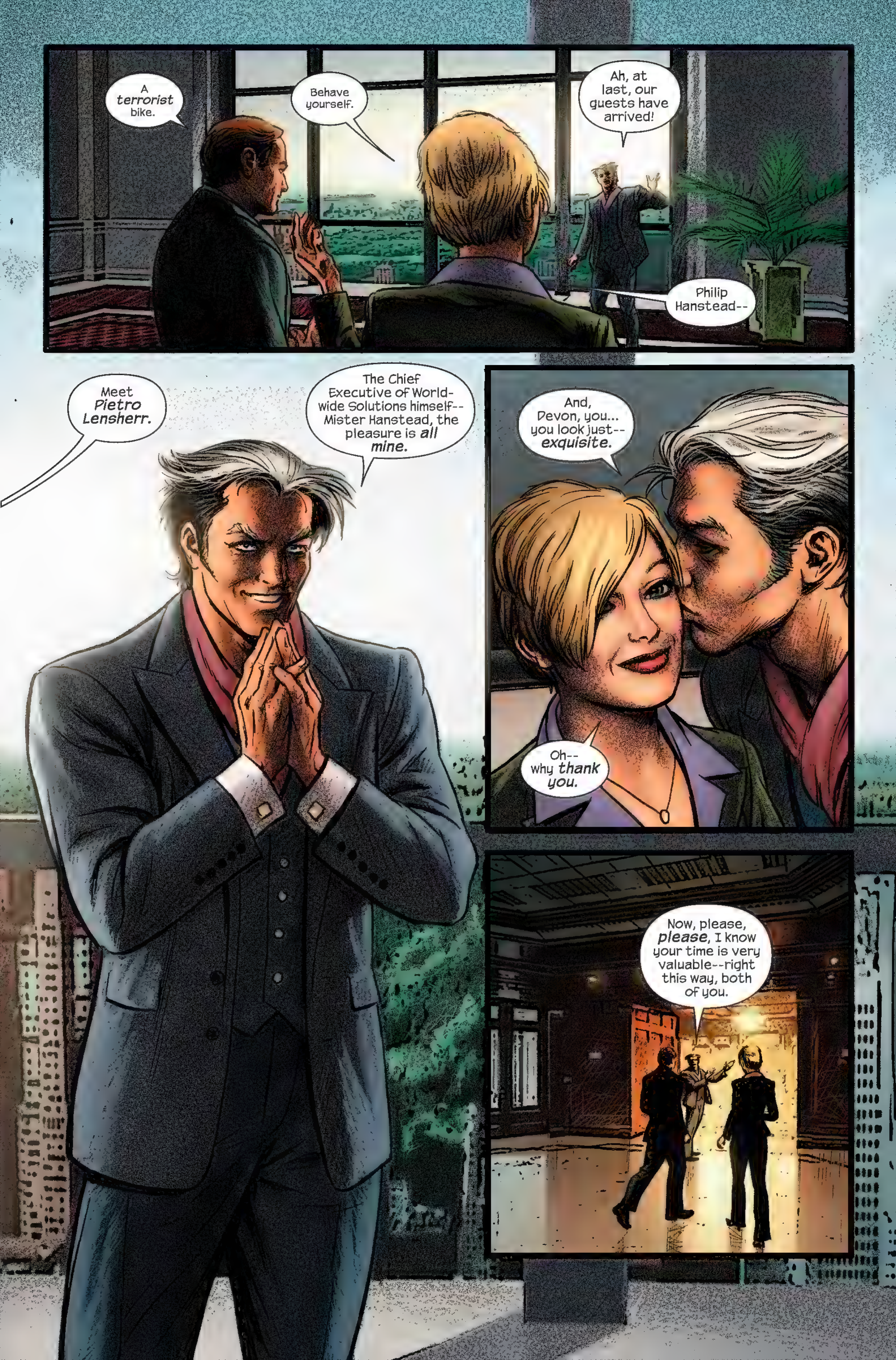
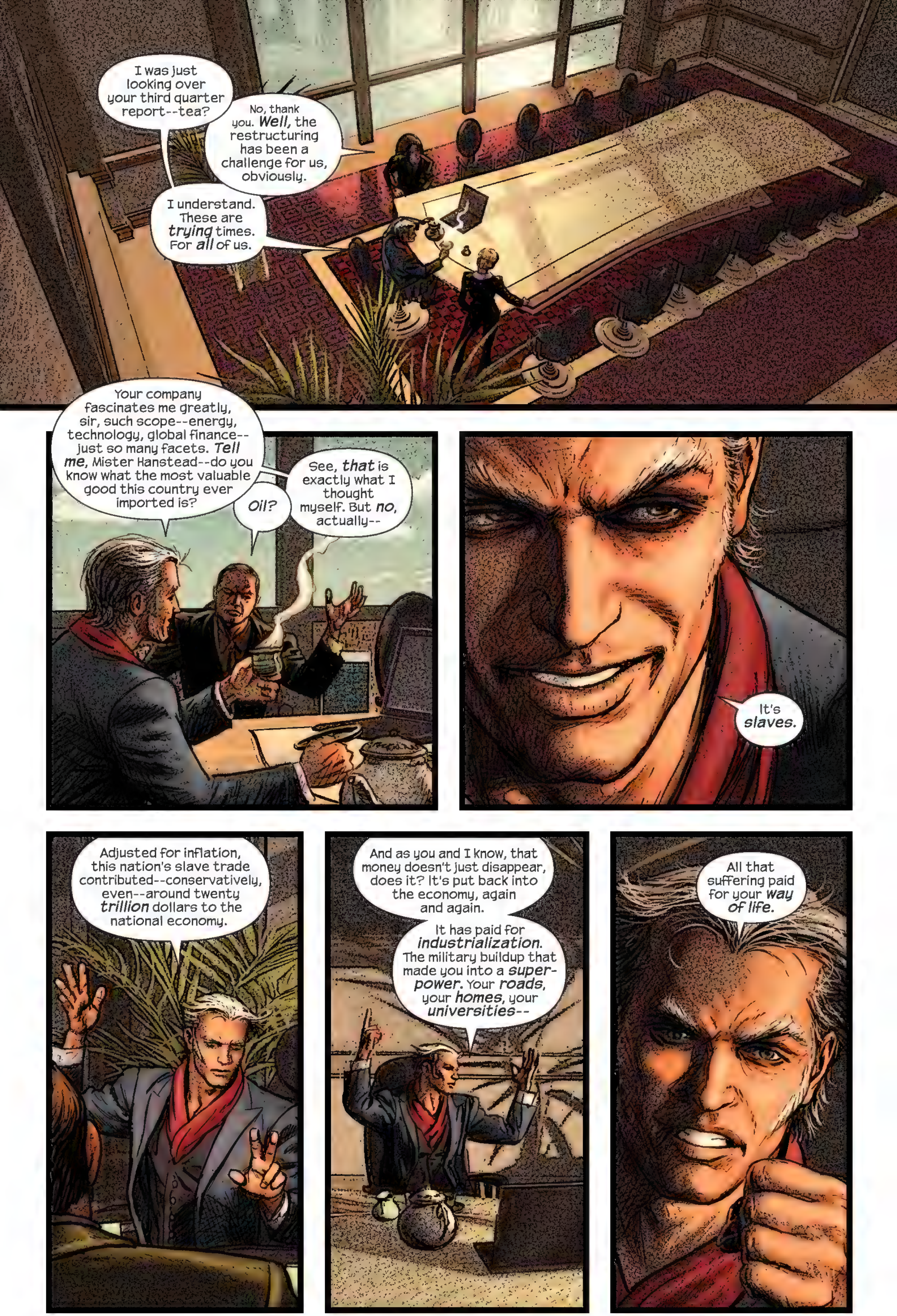
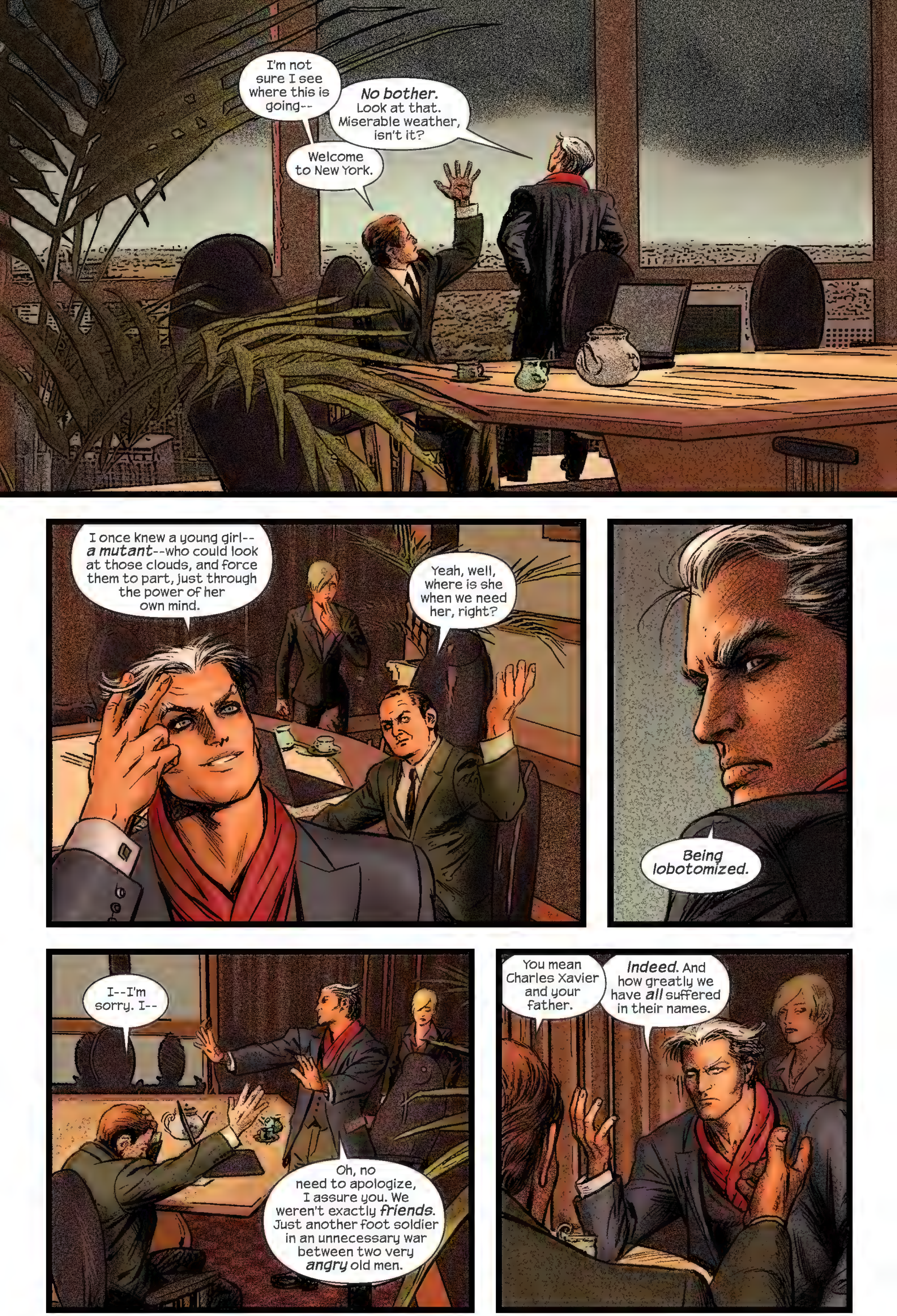
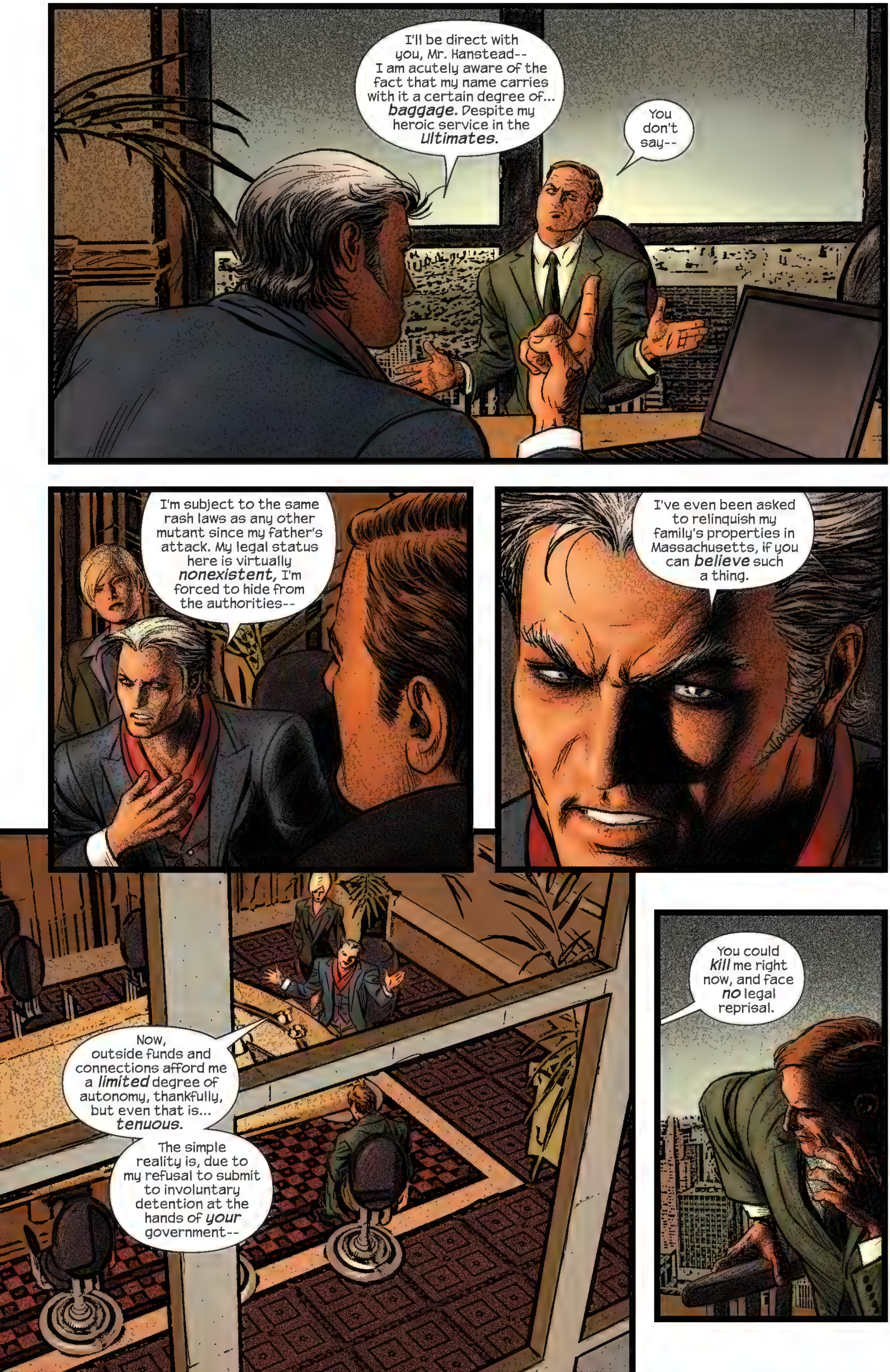
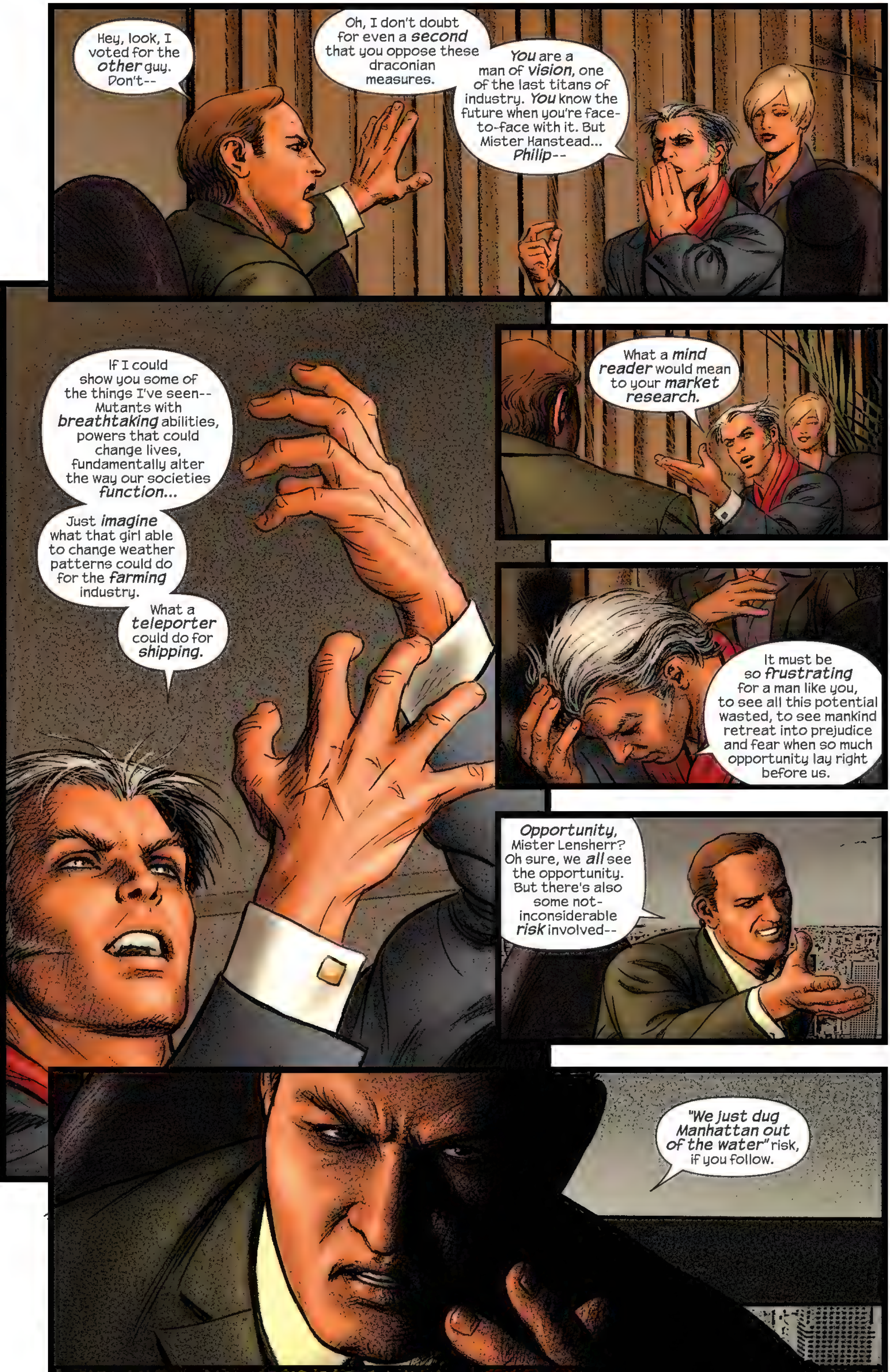

New York City.
I didn't know anything about this--
Been on the private calendar for *two weeks,* Philip.
Is this gonna be like Syria? Are there gonna be big blue guys with AK-47s sitting around a boardroom table in the Chrysler building? 'Cause if so, I vote *teleconference.*
He's *kidding.*
No, it will not be like *Syria.* This guy has better hair than *I* do.
It's ten minutes. You're gonna want to hear what he has to say.
He's a *terrorist.*
What a *terrorist* has to say.
And whose idea was it to do this *here*, the day the entire damn press corps is in Central Park? I think our driver cut off Helene Cooper pulling up here! You have *any* idea the mess we'd be in if they found out--
Philip, would you *please* just let me make you some money? I know it's been a while, but I promise, it's just like riding a bike.

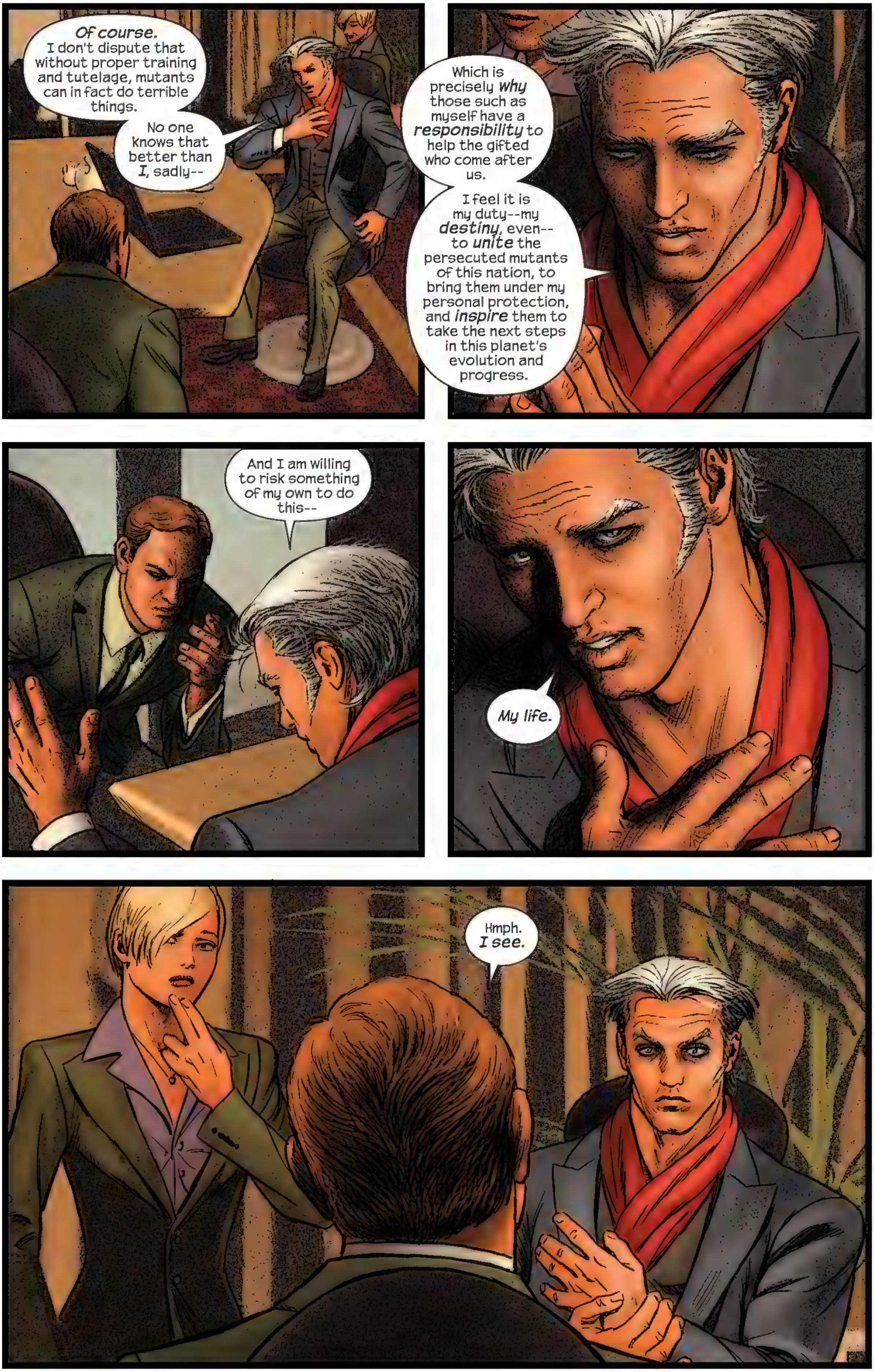

A *terrorist* bike.
Behave yourself.
Ah, at last, our guests have arrived!
Philip Hanstead--
Meet *Pietro Lensherr.*
The Chief Executive of World-wide Solutions himself--Mister Hanstead, the pleasure is *all mine.*
And, Devon, you... you look just--*exquisite.*
Oh--why *thank you.*
Now, please, *please,* I know your time is very valuable--right this way, both of you.

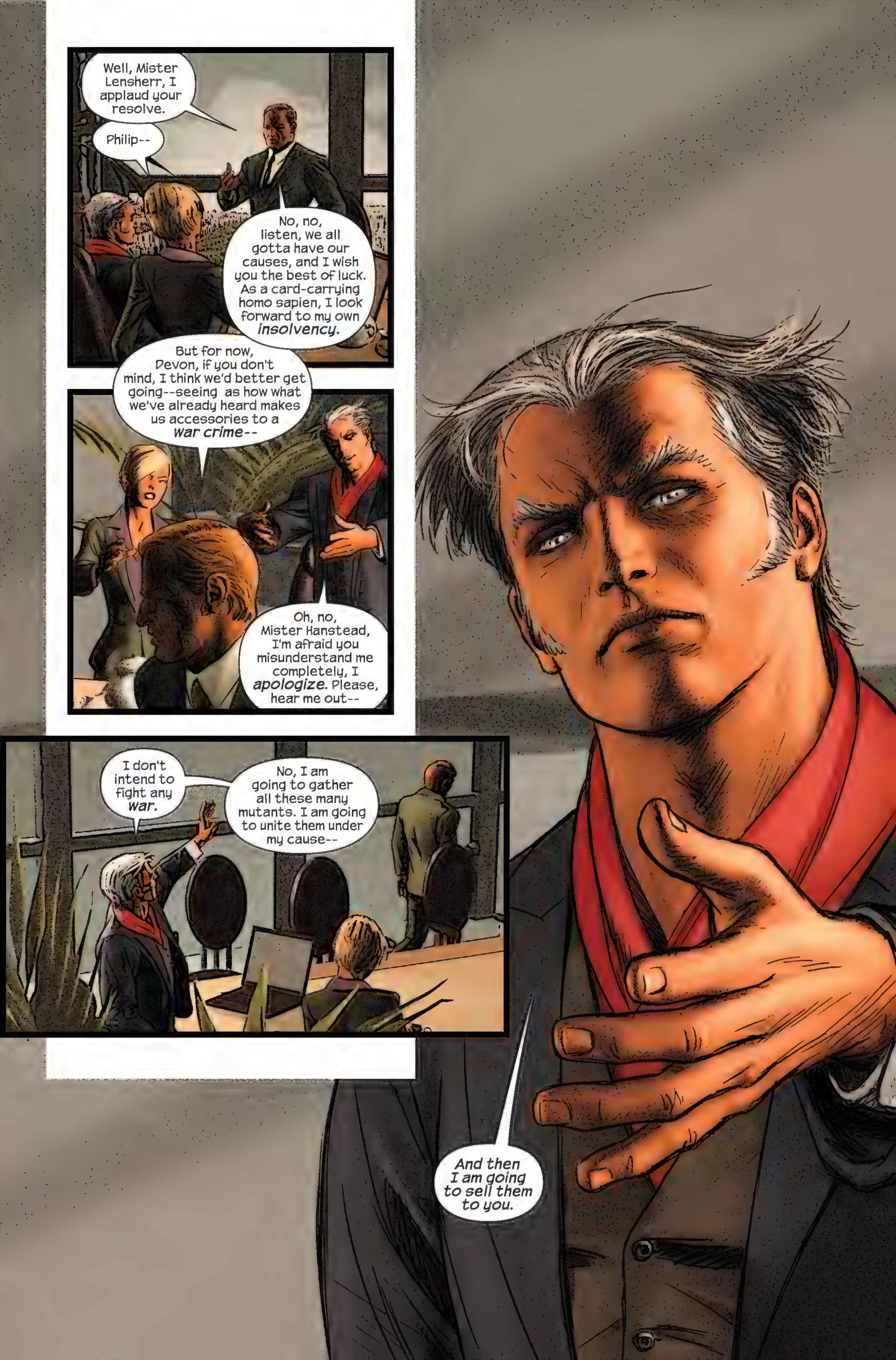

I was just looking over your third quarter report--tea?
No, thank you. *Well,* the restructuring has been a challenge for us, obviously.
I understand. These are *trying* times. For *all* of us.
Your company fascinates me greatly, sir, such scope--energy, technology, global finance--just so many facets. *Tell me,* Mister Hanstead--do you know what the most valuable good this country ever imported is?
Oil?
See, *that* is exactly what I thought myself. But *no,* actually--
It's *slaves.*
Adjusted for inflation, this nation's slave trade contributed--conservatively, even--around twenty *trillion* dollars to the national economy.
And as you and I know, that money doesn't just disappear, does it? It's put back into the economy, again and again.
It has paid for *industrialization.* The military buildup that made you into a *superpower.* Your *roads,* your *homes,* your *universities*--
All that suffering paid for your *way of life.*

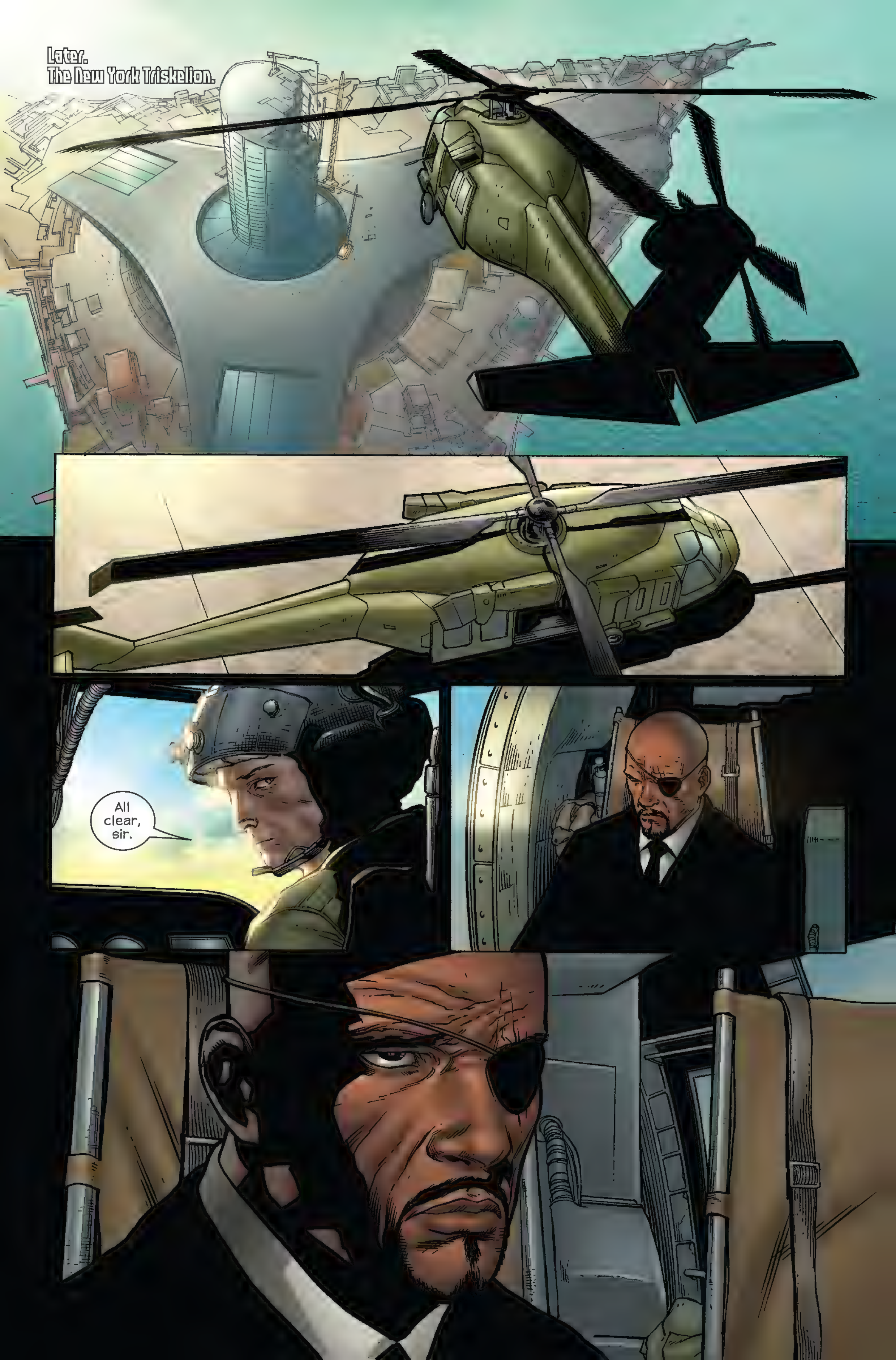

I'm not sure I see where this is going--
Welcome to New York.
No bother. Look at that. Miserable weather, isn't it?
I once knew a young girl-- ***a mutant***--who could look at those clouds, and force them to part, just through the power of her own mind.
Yeah, well, where is she when we need her, right?
Being lobotomized.
I--I'm sorry. I--
Oh, no need to apologize, I assure you. We weren't exactly ***friends***. Just another foot soldier in an unnecessary war between two very ***angry*** old men.
You mean Charles Xavier and your father.
Indeed. And how greatly we have ***all*** suffered in their names.

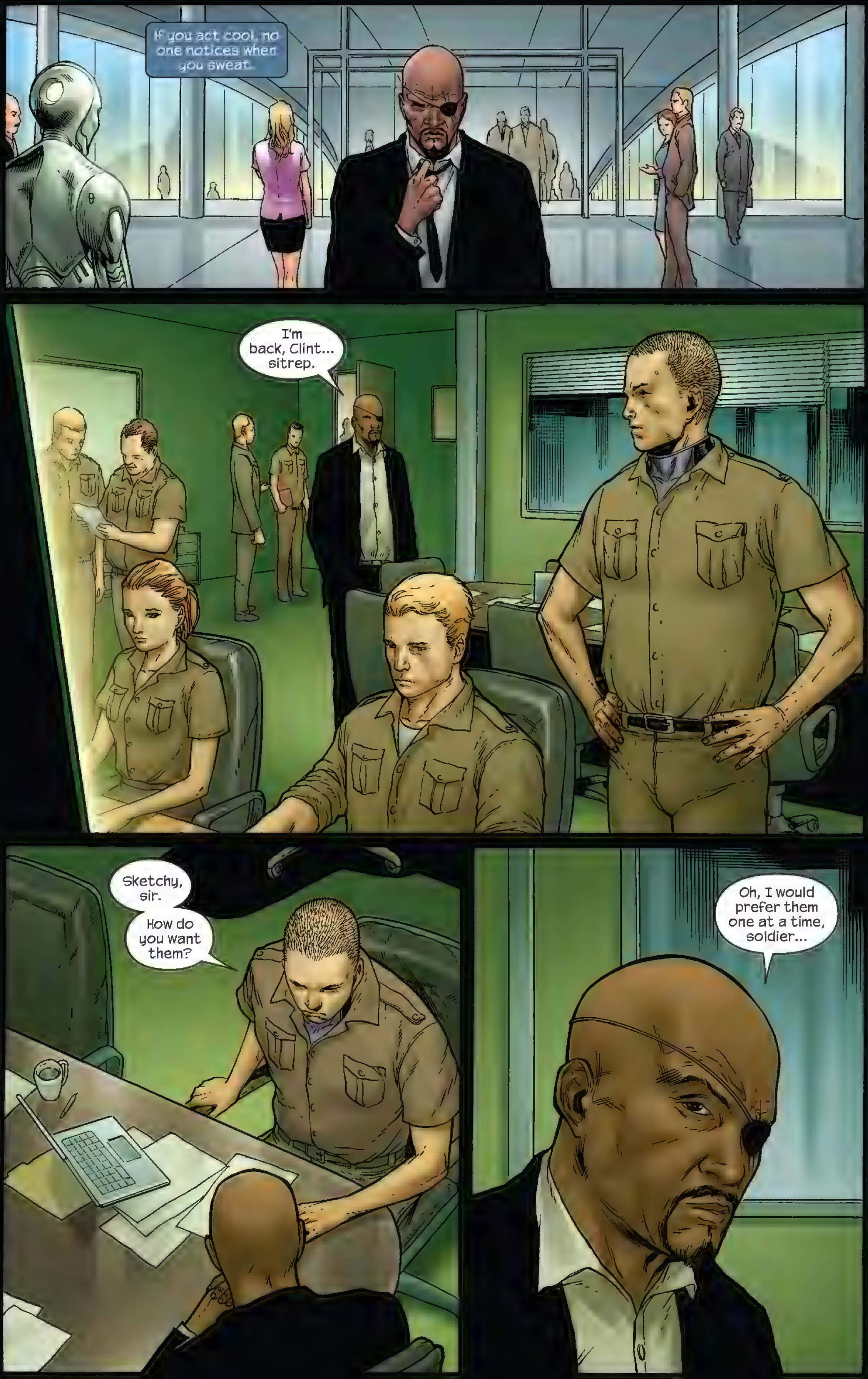

I'll be direct with you, Mr. Hanstead-- I am acutely aware of the fact that my name carries with it a certain degree of... ***baggage.*** Despite my heroic service in the ***Ultimates.***
You don't say--
I'm subject to the same rash laws as any other mutant since my father's attack. My legal status here is virtually ***nonexistent,*** I'm forced to hide from the authorities--
I've even been asked to relinquish my family's properties in Massachusetts, if you can ***believe*** such a thing.
Now, outside funds and connections afford me a ***limited*** degree of autonomy, thankfully, but even that is... ***tenuous.***
The simple reality is, due to my refusal to submit to involuntary detention at the hands of ***your*** government--
You could ***kill*** me right now, and face ***no*** legal reprisal.

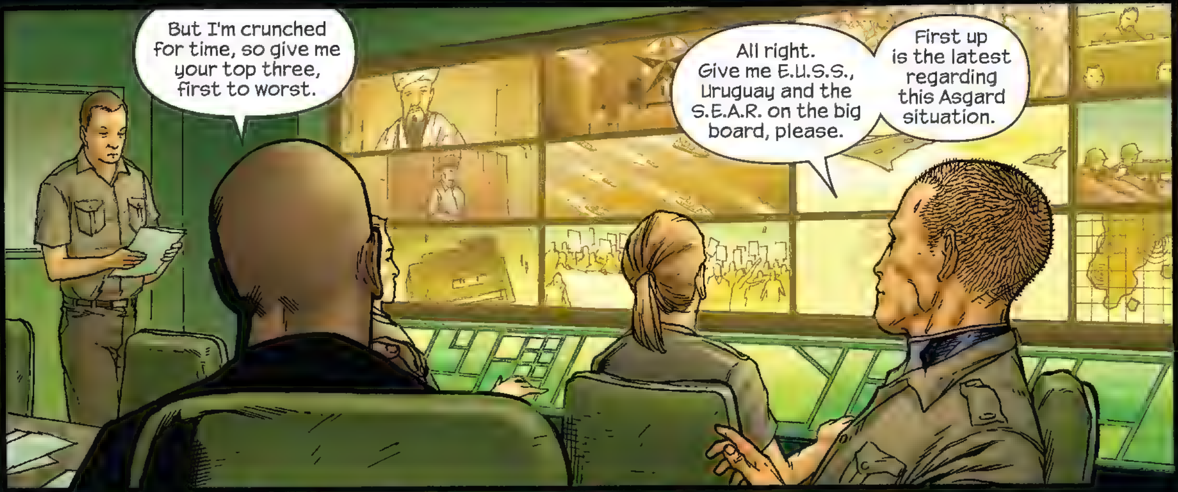

Hey, look, I voted for the *other* guy. Don't--
Oh, I don't doubt for even a *second* that you oppose these draconian measures.
You are a man of *vision*, one of the last titans of industry. *You* know the future when you're face-to-face with it. But Mister Hanstead... *Philip*--
What a *mind reader* would mean to your *market research.*
If I could show you some of the things I've seen-- Mutants with *breathtaking* abilities, powers that could change lives, fundamentally alter the way our societies *function...*
Just *imagine* what that girl able to change weather patterns could do for the *farming* industry.
What a *teleporter* could do for *shipping.*
It must be so *frustrating* for a man like you, to see all this potential wasted, to see mankind retreat into prejudice and fear when so much opportunity lay right before us.
Opportunity, Mister Lensherr? Oh sure, we *all* see the opportunity. But there's also some not-inconsiderable *risk* involved--
"We just dug Manhattan out of the water" risk, if you follow.

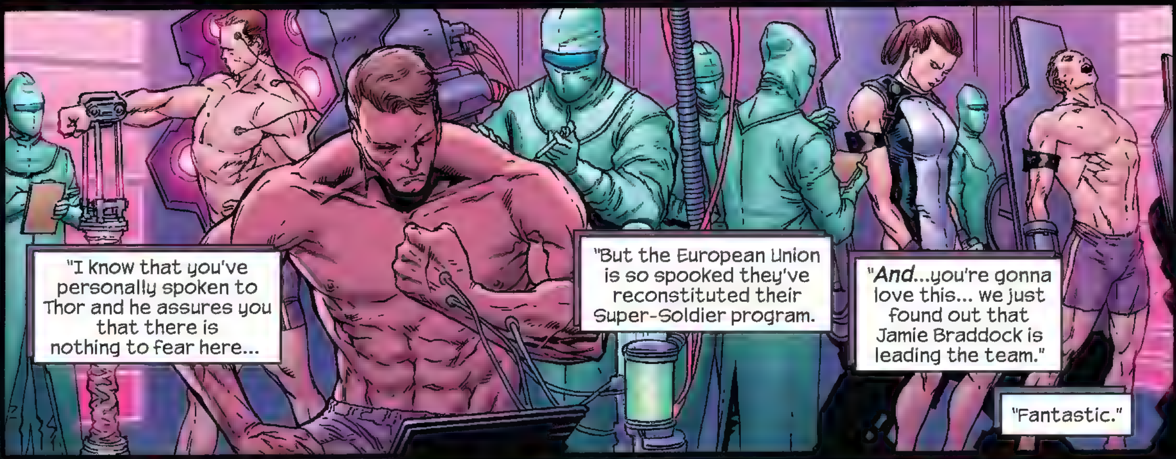

Of course. I don't dispute that without proper training and tutelage, mutants can in fact do terrible things.
No one knows that better than *I*, sadly--
Which is precisely *why* those such as myself have a ***responsibility*** to help the gifted who come after us.
I feel it is my duty--my ***destiny***, even--to ***unite*** the persecuted mutants of this nation, to bring them under my personal protection, and ***inspire*** them to take the next steps in this planet's evolution and progress.
And I am willing to risk something of my own to do this--
My life.
Hmph. ***I see.***

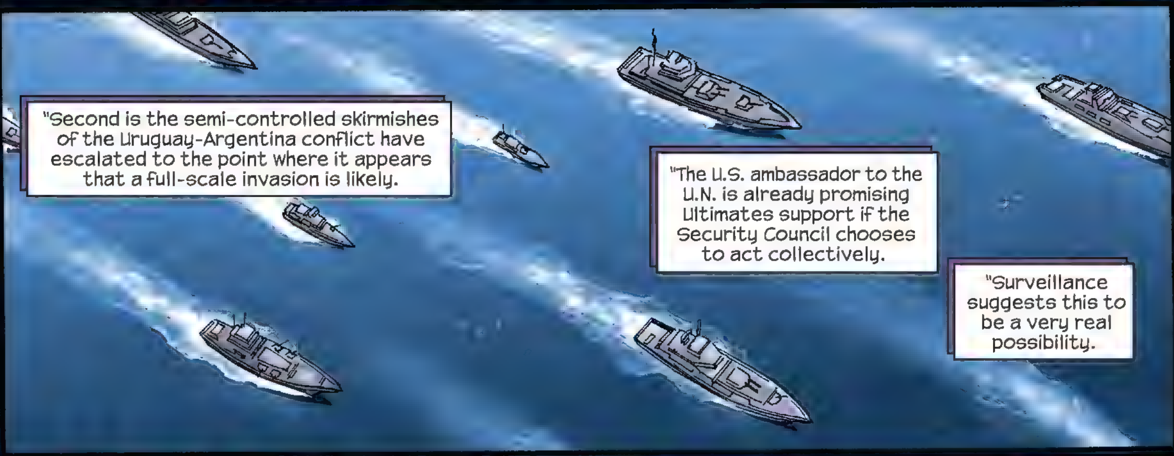

Well, Mister Lensherr, I applaud your resolve.
Philip--
No, no, listen, we all gotta have our causes, and I wish you the best of luck. As a card-carrying homo sapien, I look forward to my own *insolvency.*
But for now, Devon, if you don't mind, I think we'd better get going--seeing as how what we've already heard makes us accessories to a *war crime--*
Oh, no, Mister Hanstead, I'm afraid you misunderstand me completely, I *apologize.* Please, hear me out--
I don't intend to fight any *war.*
No, I am going to gather all these many mutants. I am going to unite them under my cause--
And then I am going to sell them to you.

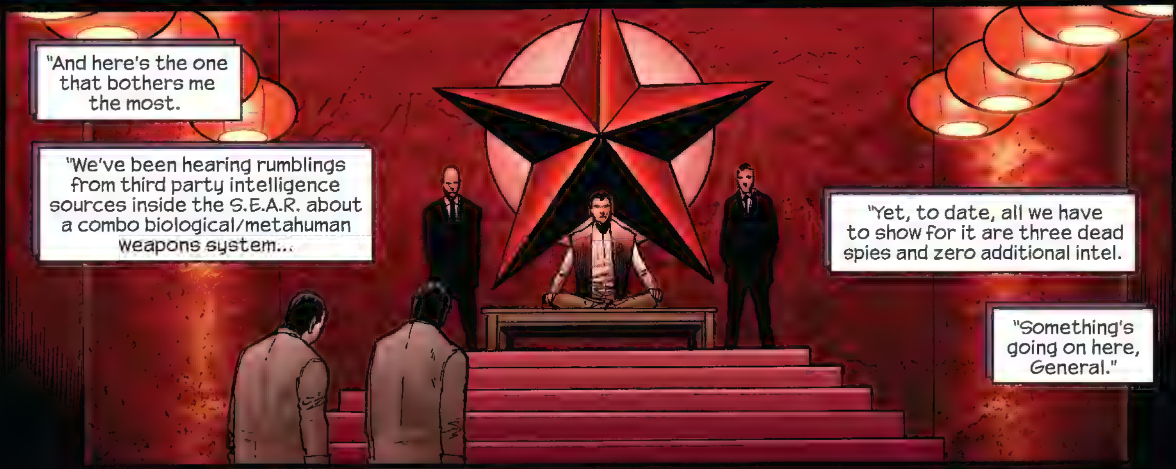

Later.
The New York Triskelion.
All clear, sir.

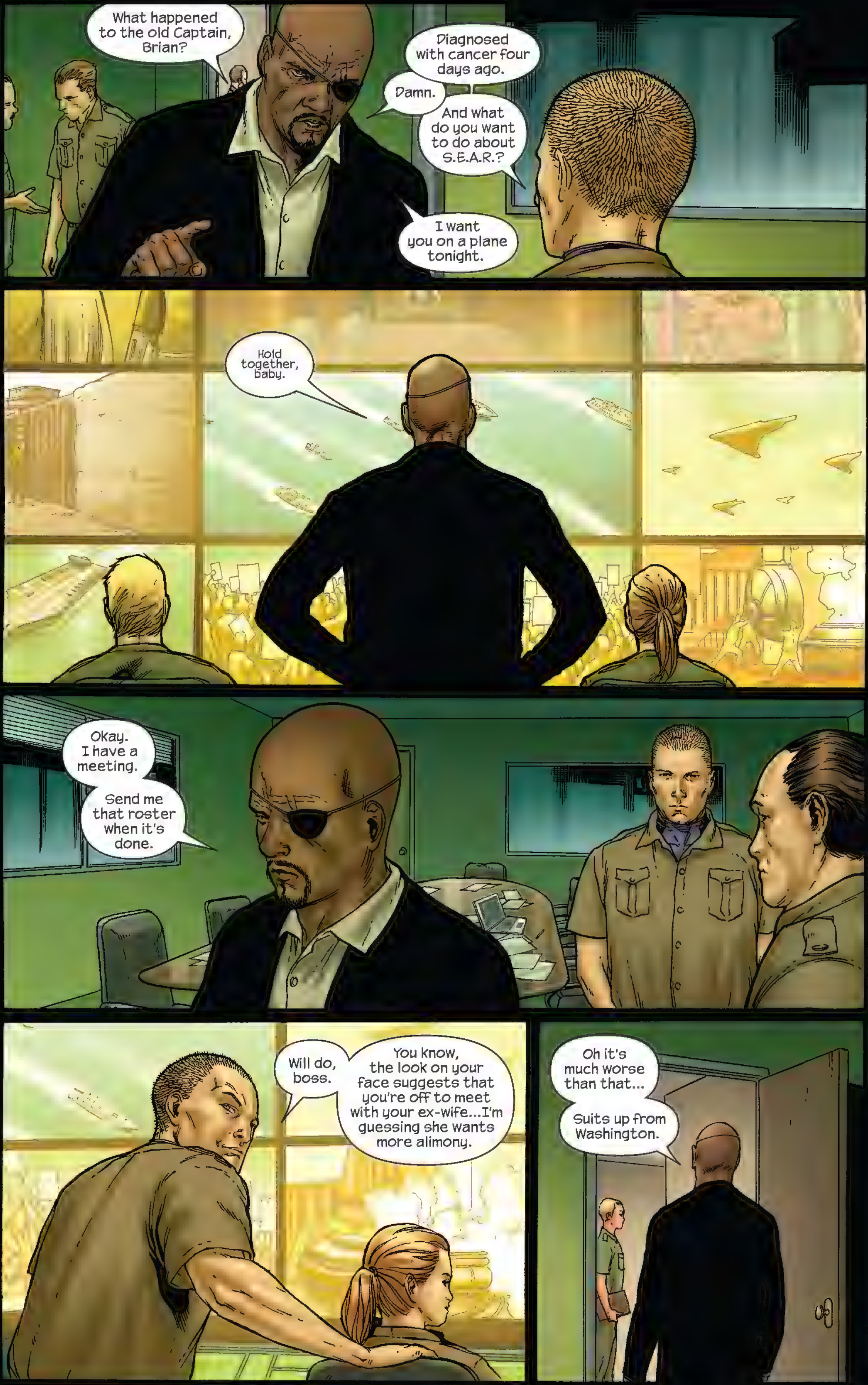

If you act cool, no one notices when you sweat.
I'm back, Clint... sitrep.
Sketchy, sir.
How do you want them?
Oh, I would prefer them one at a time, soldier...

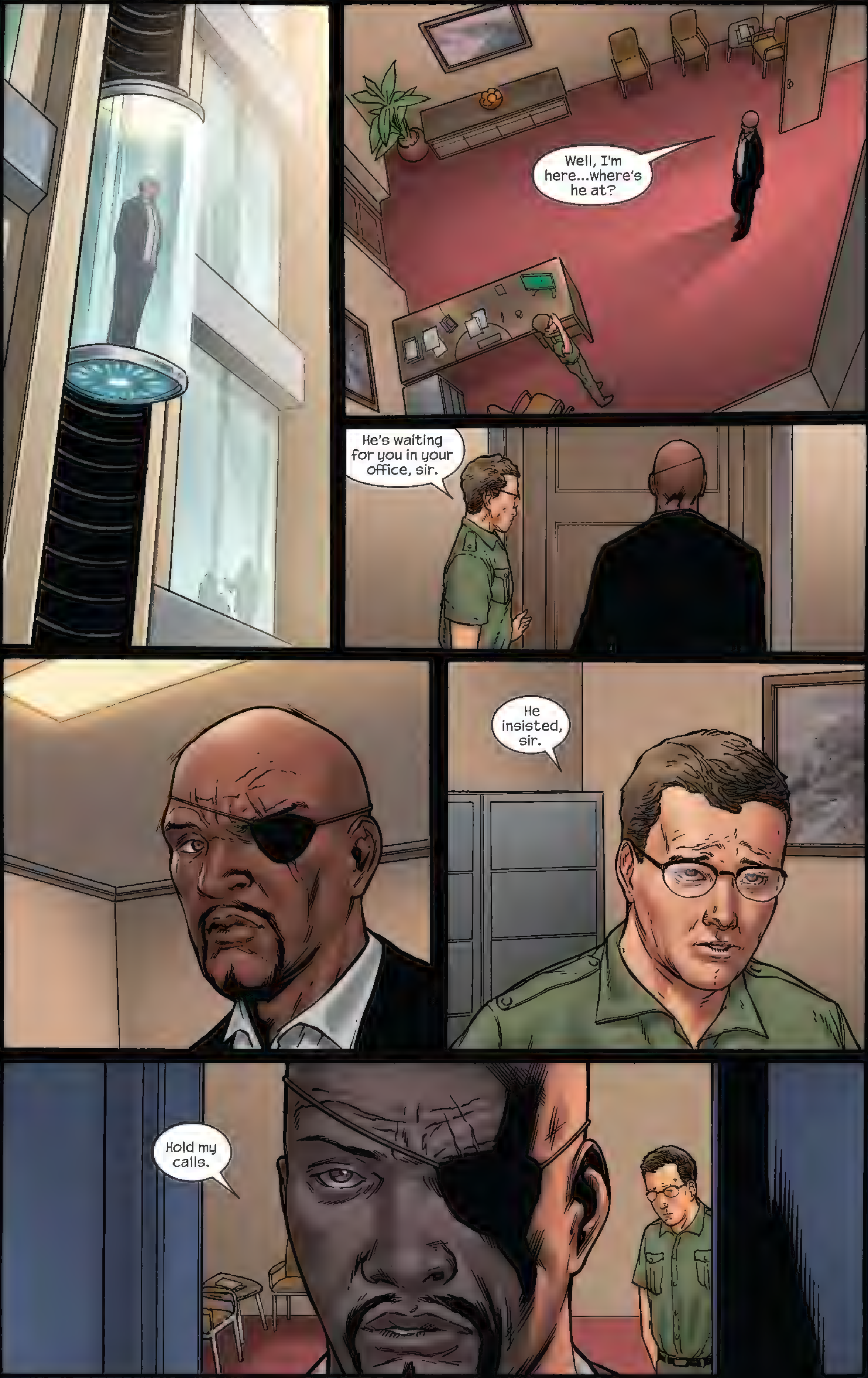

But I'm crunched for time, so give me your top three, first to worst.
All right. Give me E.U.S.S., Uruguay and the S.E.A.R. on the big board, please.
First up is the latest regarding this Asgard situation.

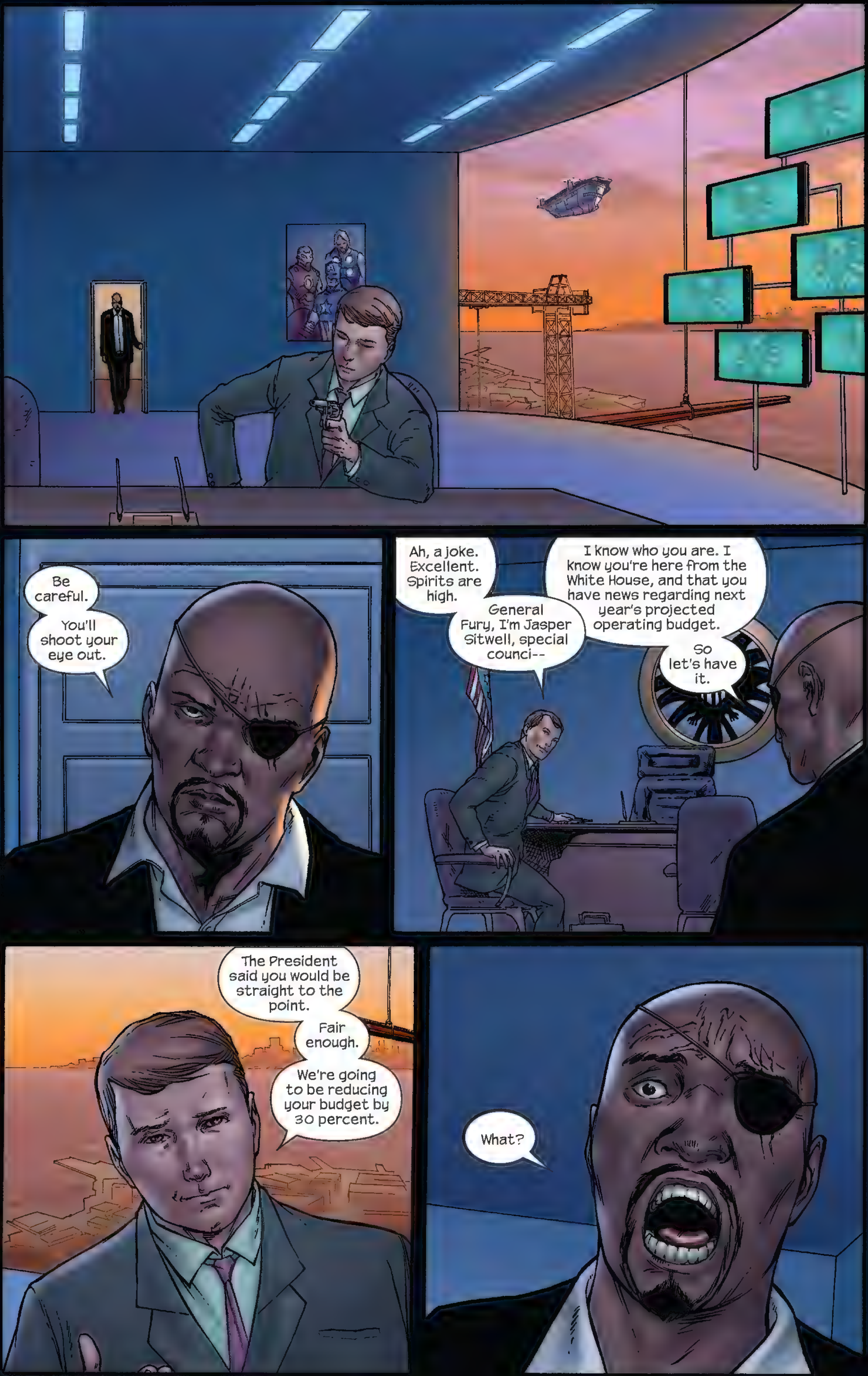

"I know that you've personally spoken to Thor and he assures you that there is nothing to fear here...
"But the European Union is so spooked they've reconstituted their Super-Soldier program.
"*And*...you're gonna love this... we just found out that Jamie Braddock is leading the team."
"Fantastic."

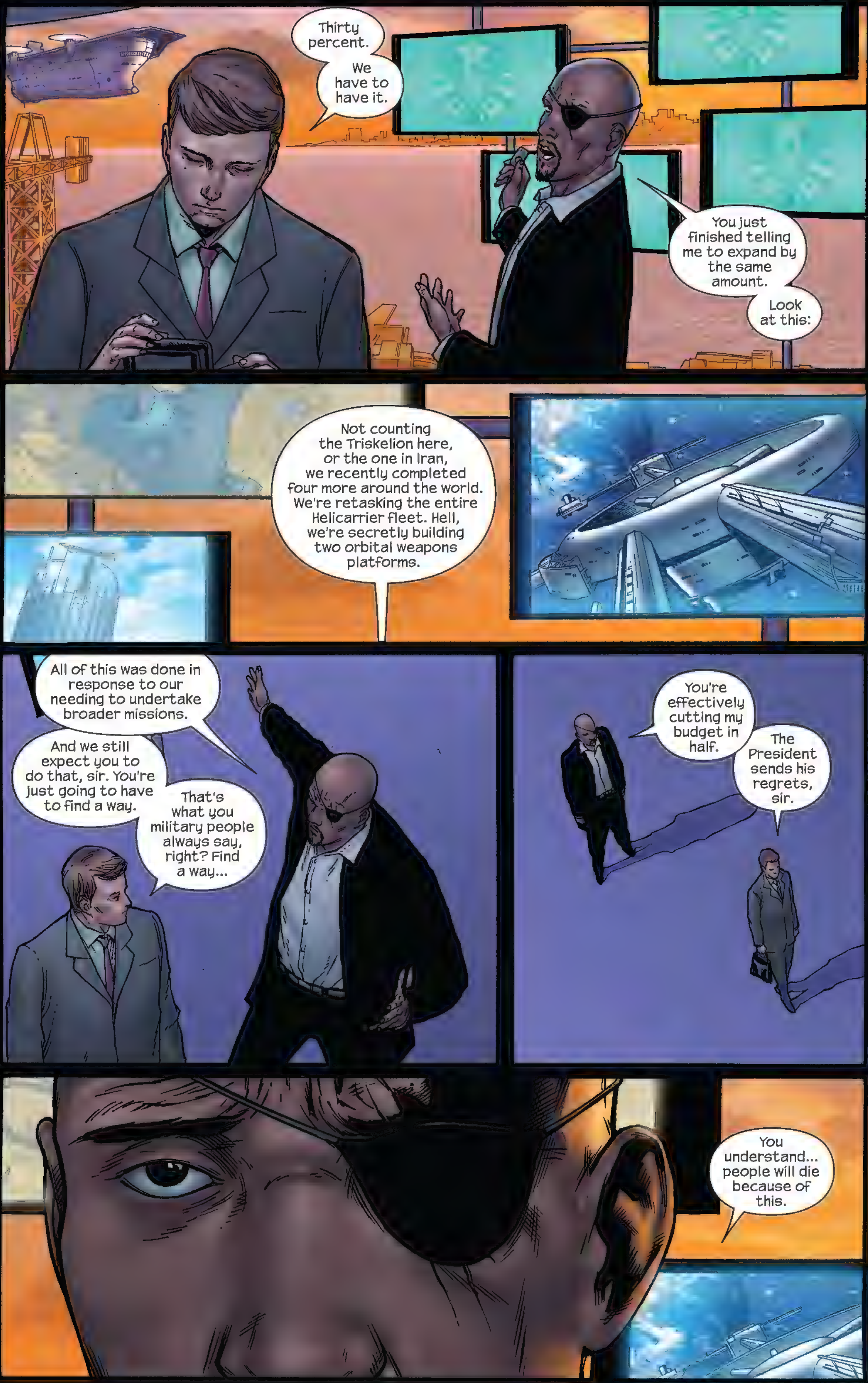

"Second is the semi-controlled skirmishes of the Uruguay-Argentina conflict have escalated to the point where it appears that a full-scale invasion is likely.
"The U.S. ambassador to the U.N. is already promising Ultimates support if the Security Council chooses to act collectively.
"Surveillance suggests this to be a very real possibility.

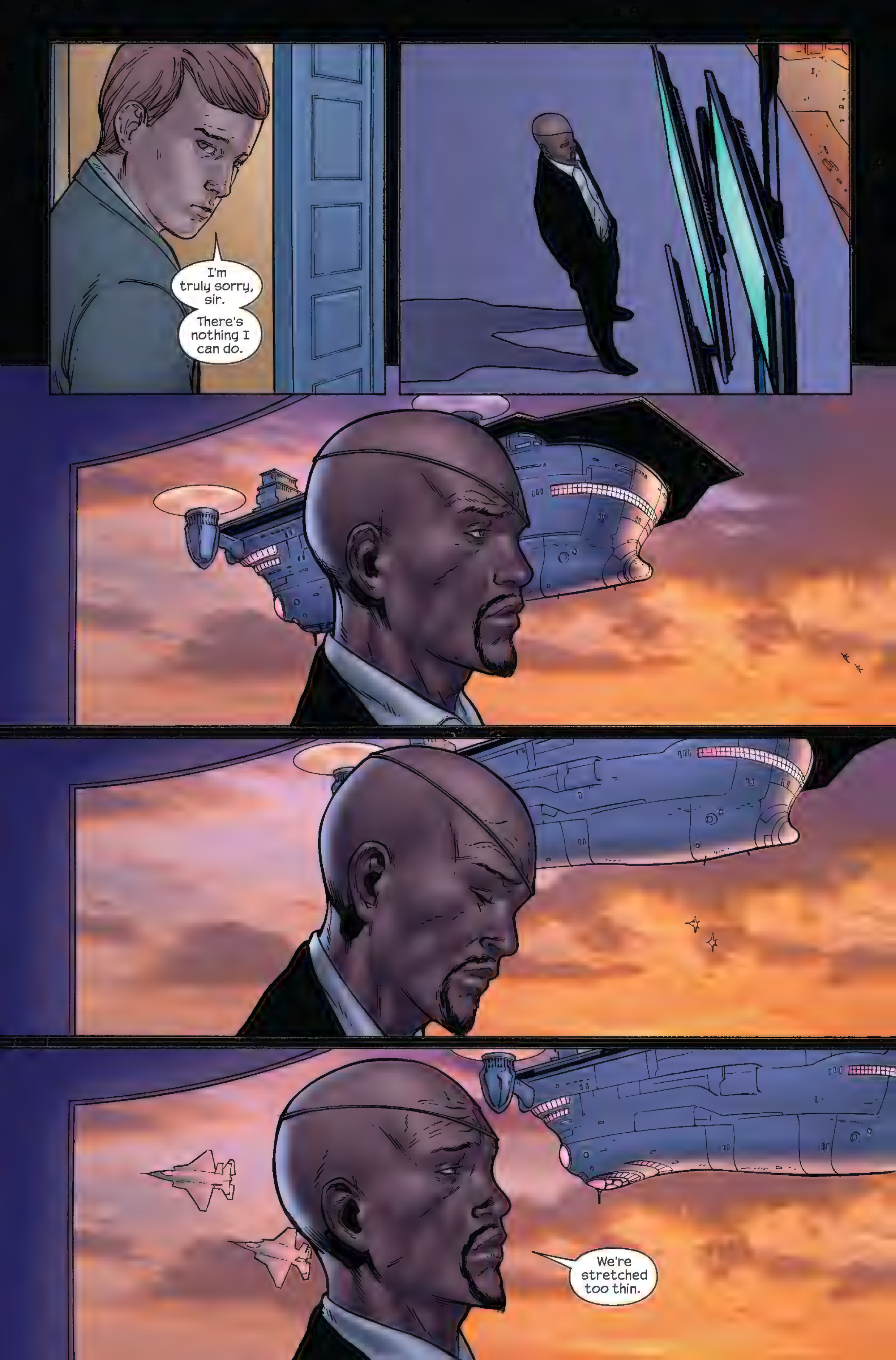

"And here's the one that bothers me the most.
"We've been hearing rumblings from third party intelligence sources inside the S.E.A.R. about a combo biological/metahuman weapons system...
"Yet, to date, all we have to show for it are three dead spies and zero additional intel.
"Something's going on here, General."

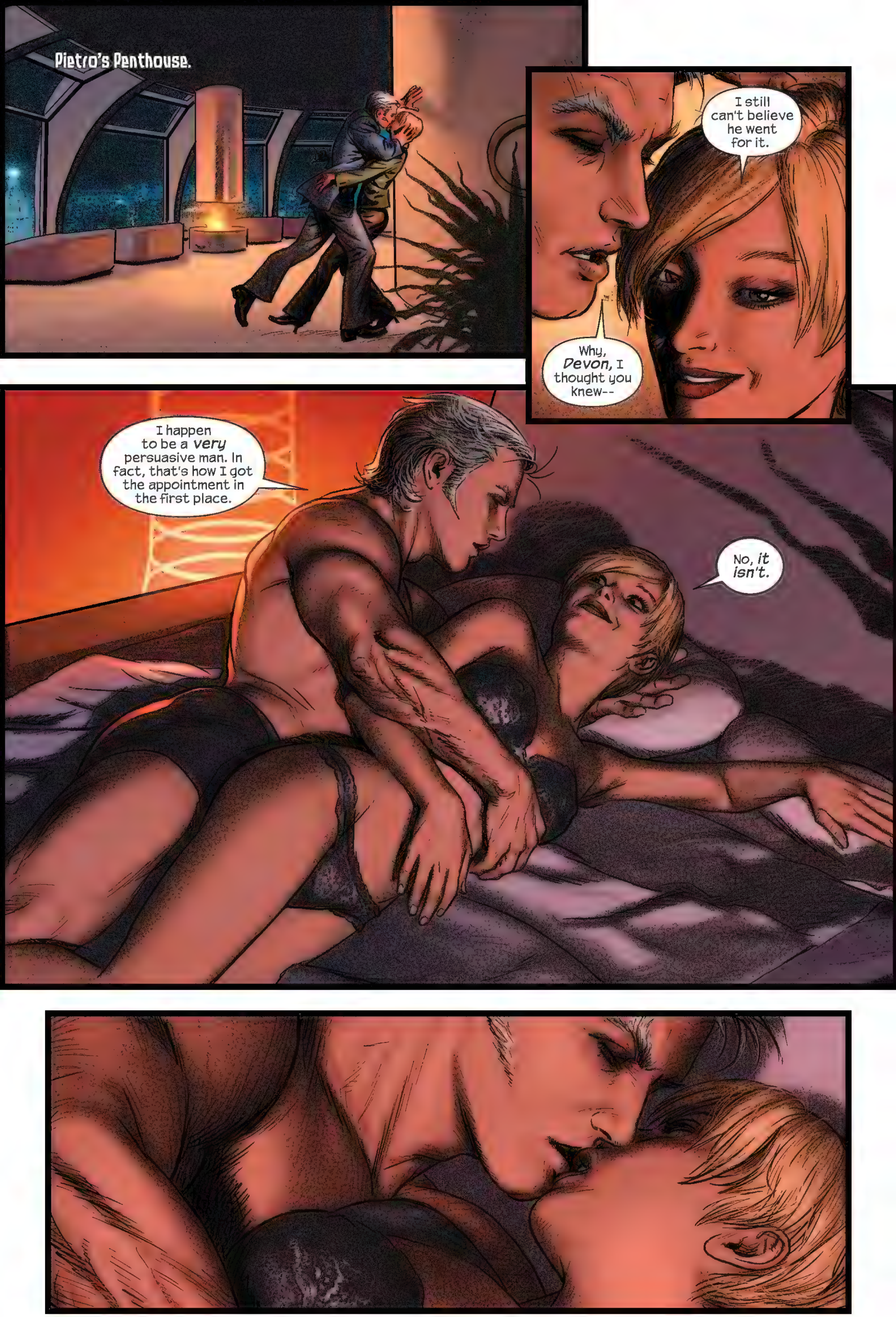

What happened to the old Captain, Brian?
Diagnosed with cancer four days ago.
Damn.
And what do you want to do about S.E.A.R.?
I want you on a plane tonight.
Hold together, baby.
Okay. I have a meeting.
Send me that roster when it's done.
Will do, boss.
You know, the look on your face suggests that you're off to meet with your ex-wife...I'm guessing she wants more alimony.
Oh it's much worse than that...
Suits up from Washington.

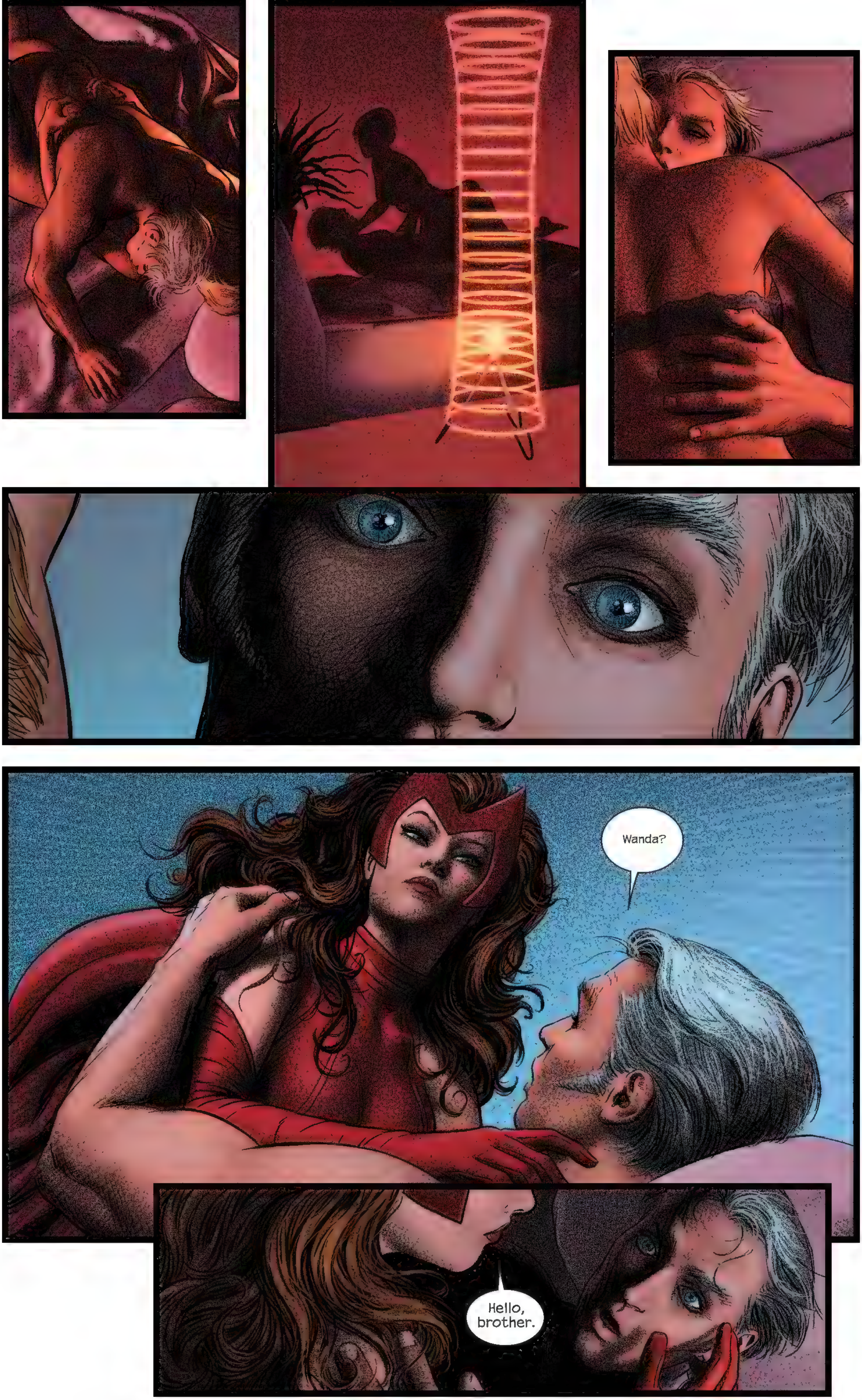

Well, I'm here...where's he at?
He's waiting for you in your office, sir.
He insisted, sir.
Hold my calls.

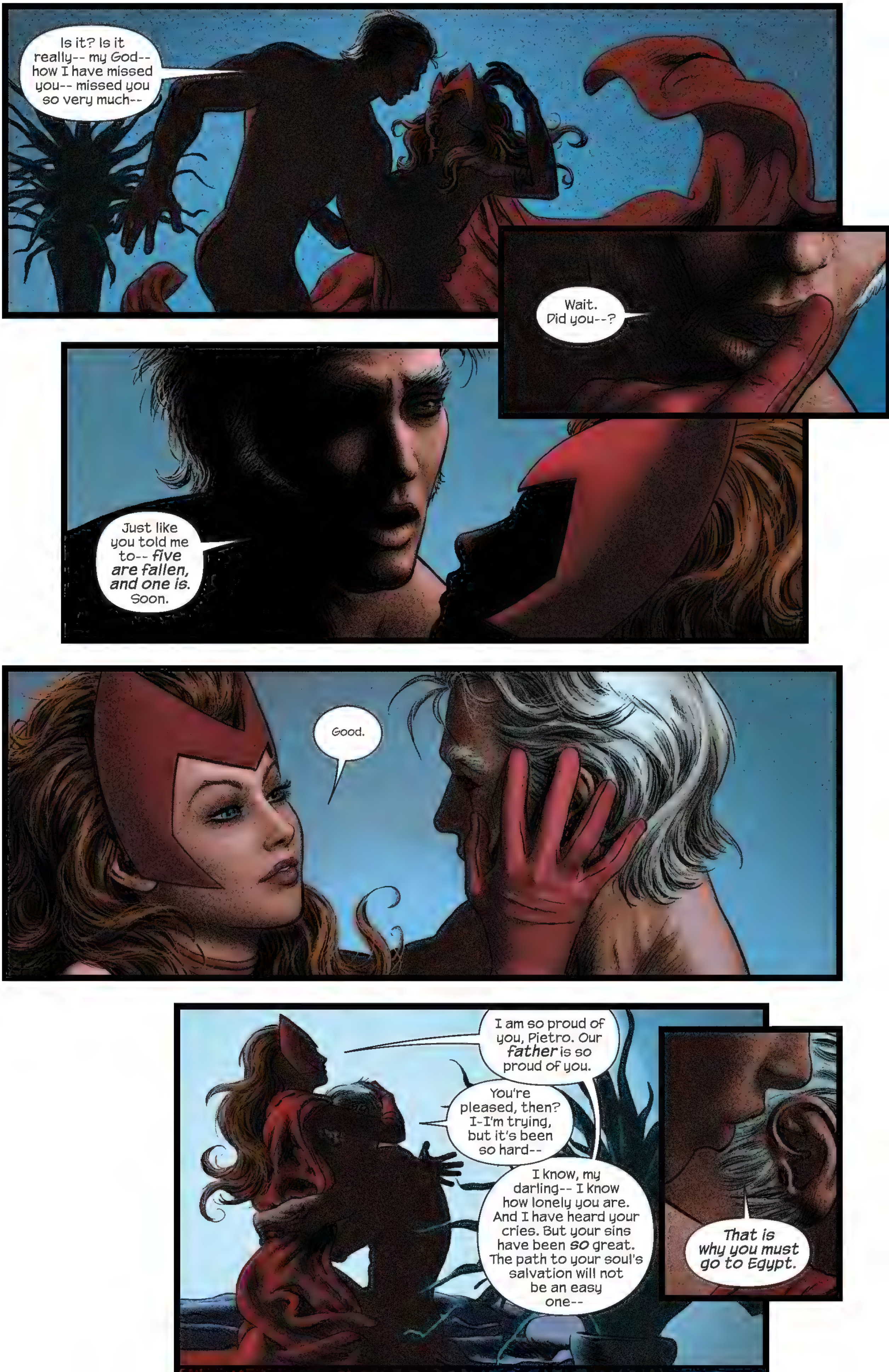

Be careful.
You'll shoot your eye out.
Ah, a joke. Excellent. Spirits are high.
General Fury, I'm Jasper Sitwell, special counci--
I know who you are. I know you're here from the White House, and that you have news regarding next year's projected operating budget.
So let's have it.
The President said you would be straight to the point.
Fair enough.
We're going to be reducing your budget by 30 percent.
What?

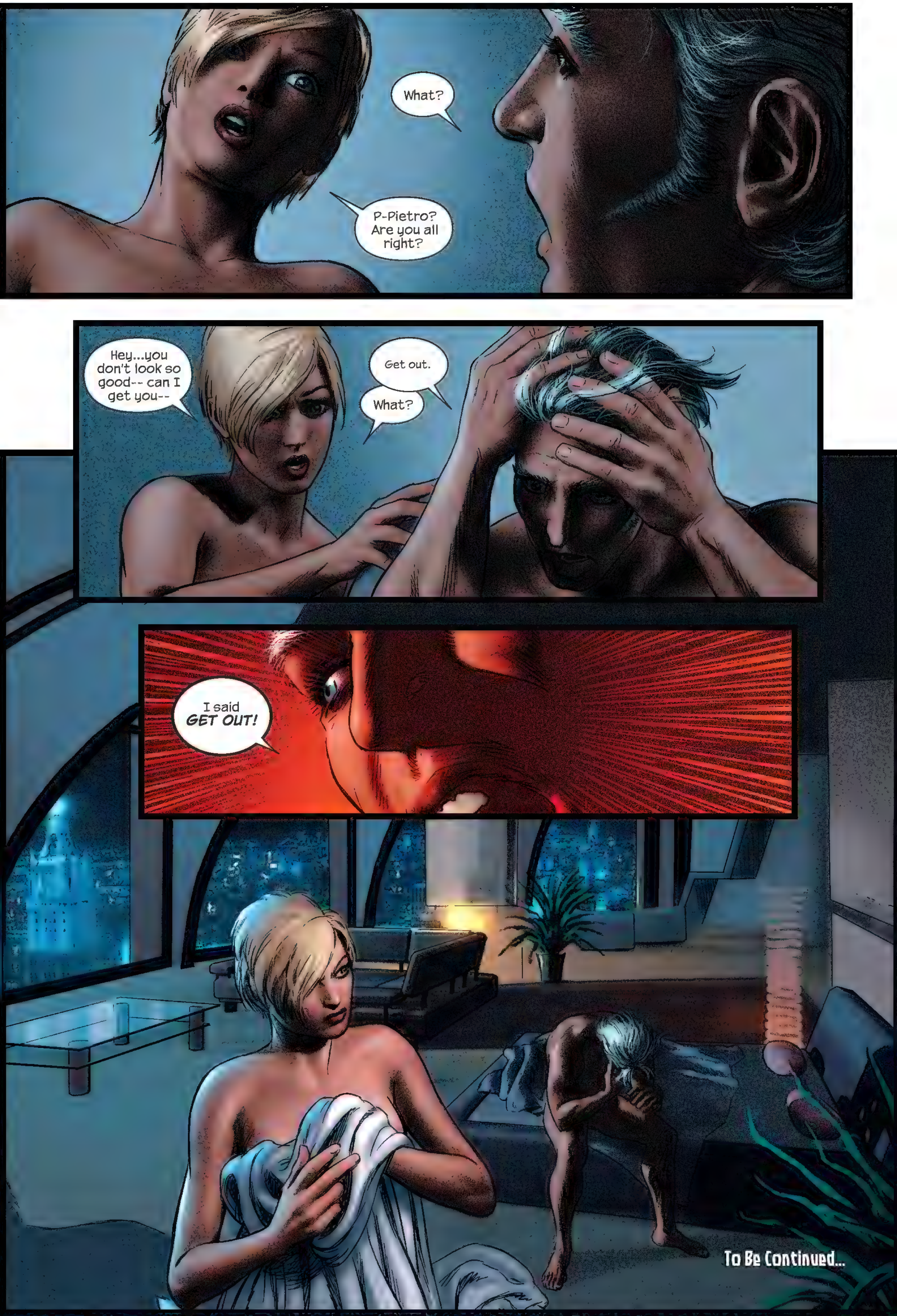

Thirty percent.
We have to have it.
You just finished telling me to expand by the same amount.
Look at this:
Not counting the Triskelion here, or the one in Iran, we recently completed four more around the world. We're retasking the entire Helicarrier fleet. Hell, we're secretly building two orbital weapons platforms.
All of this was done in response to our needing to undertake broader missions.
And we still expect you to do that, sir. You're just going to have to find a way.
That's what you military people always say, right? Find a way...
You're effectively cutting my budget in half.
The President sends his regrets, sir.
You understand... people will die because of this.


I'm truly sorry, sir.
There's nothing I can do.
We're stretched too thin.

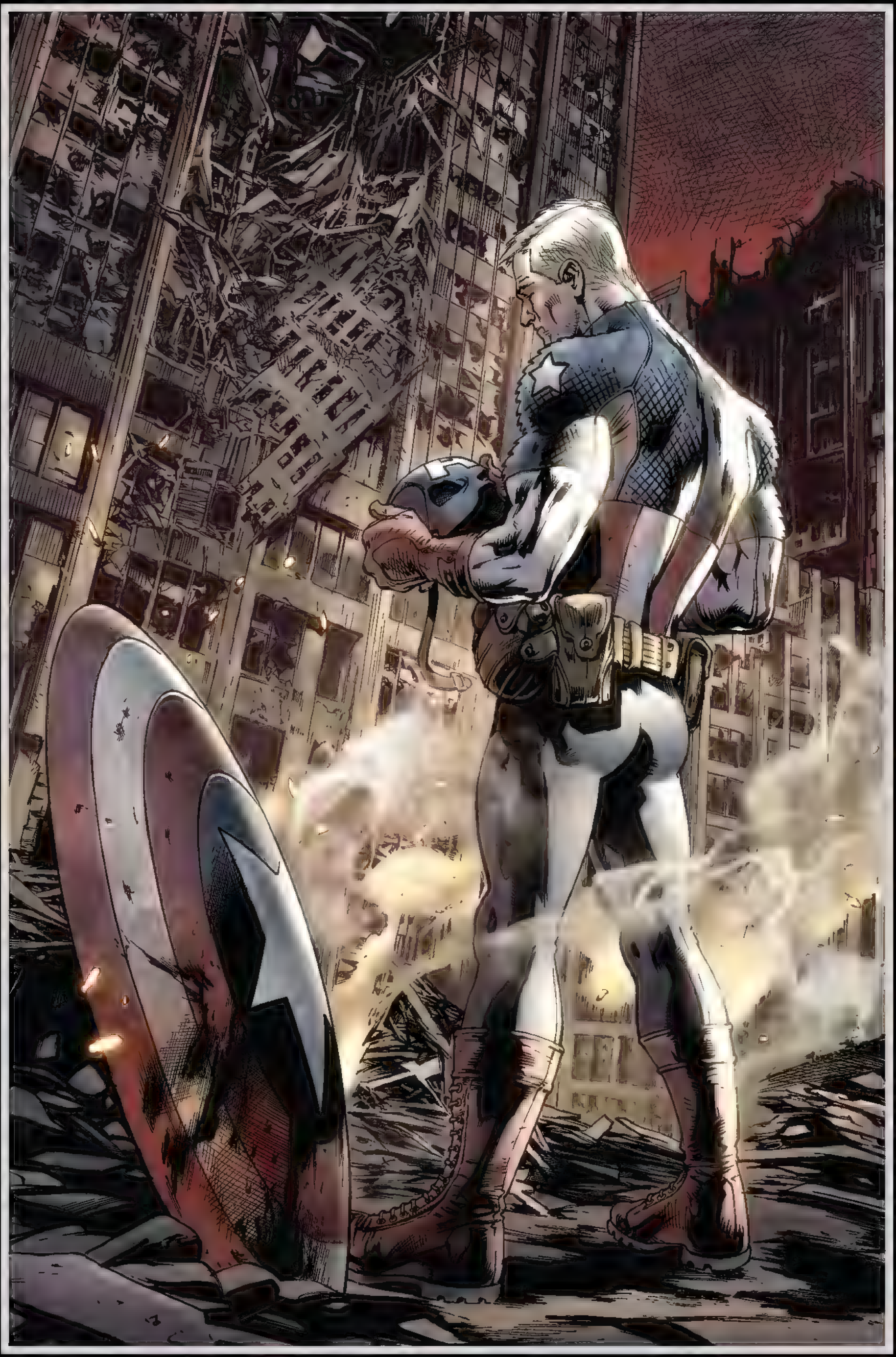

Pietro's Penthouse.
I still can't believe he went for it.
Why, *Devon,* I thought you knew--
I happen to be a *very* persuasive man. In fact, that's how I got the appointment in the first place.
No, *it isn't.*


Wanda?
Hello, brother.


Is it? Is it really-- my God-- how I have missed you-- missed you so very much--
Wait. Did you--?
Just like you told me to-- *five are fallen, and one is.* Soon.
Good.
I am so proud of you, Pietro. Our *father* is so proud of you.
You're pleased, then? I-I'm trying, but it's been so hard--
I know, my darling-- I know how lonely you are. And I have heard your cries. But your sins have been *so* great. The path to your soul's salvation will not be an easy one--
That is why you must go to Egypt.


What?
P-Pietro? Are you all right?
Hey...you don't look so good-- can I get you--
Get out.
What?
I said GET OUT!
To Be Continued...

NEXT ISSUE



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ULTIMATE FALLOUT

SPIDER-MAN NO MORE

ISSUE
6

BENDIS • HICKMAN • SPENCER • BAGLEY • BREITWEISER • NGUYEN

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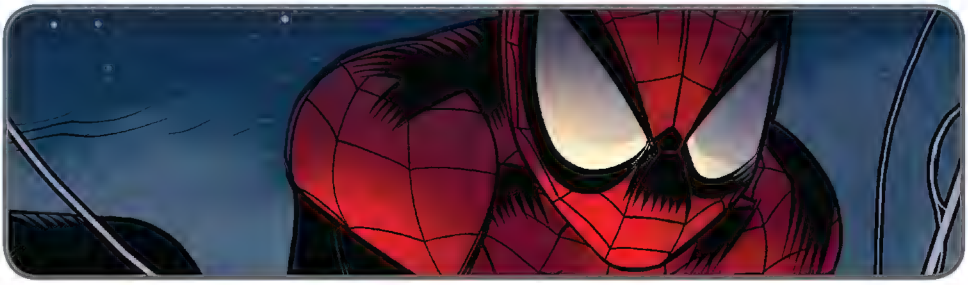
ULTIMATE FALLOUT

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.

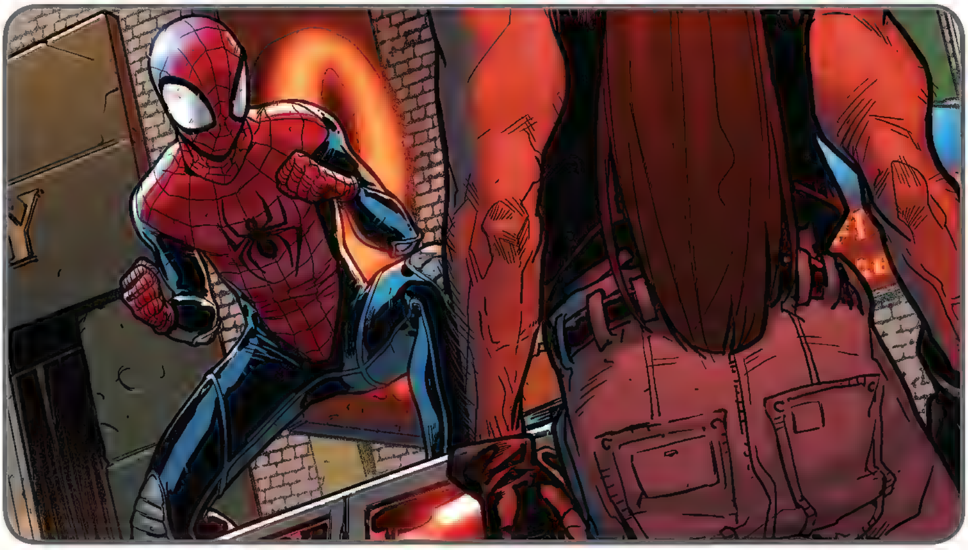


PREVIOUSLY:

Peter Parker died heroically at the hands of Norman Osborn, a.k.a. the Green Goblin, in the arms of his one true love Mary Jane and the woman who raised him, Aunt May.

While Aunt May and Gwen Stacy attempt to cope with Peter's passing, Captain America confesses that he's the reason Peter was killed. Overcome with shock and anguish, Aunt May and Gwen retreat into themselves.

Meanwhile, others grieve in their own way: Mary Jane plots retribution against the super heroes, attempting to expose their part in Peter's death. Kitty Pryde, Bobby Drake and Johnny Storm go on the run, deciding to put their powers and pasts behind them. And some decide to take matters into their own hands.



ULTIMATE FALLOUT

CHAPTER SIX OF SIX

AUNT MAY, GWEN STACY and MARY JANE

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Pencils
Mark Bagley

Inks
Andy Lanning

Colorist
Paul Mounts

KITTY, BOBBY and JOHNNY

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Artist
Eric Nguyen

NICK FURY

Writer
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Mitch Breitweiser with Bettie Breitweiser

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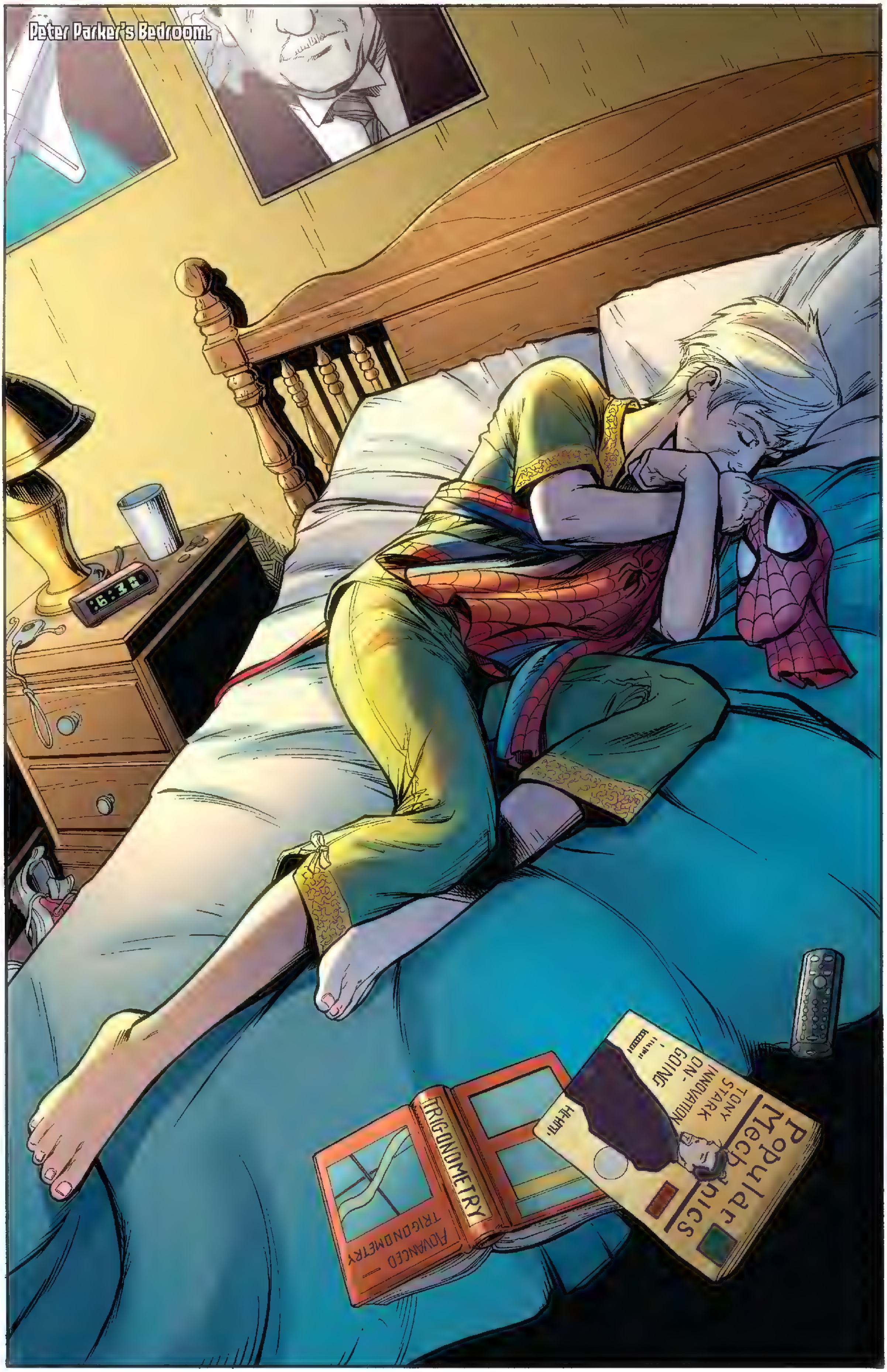
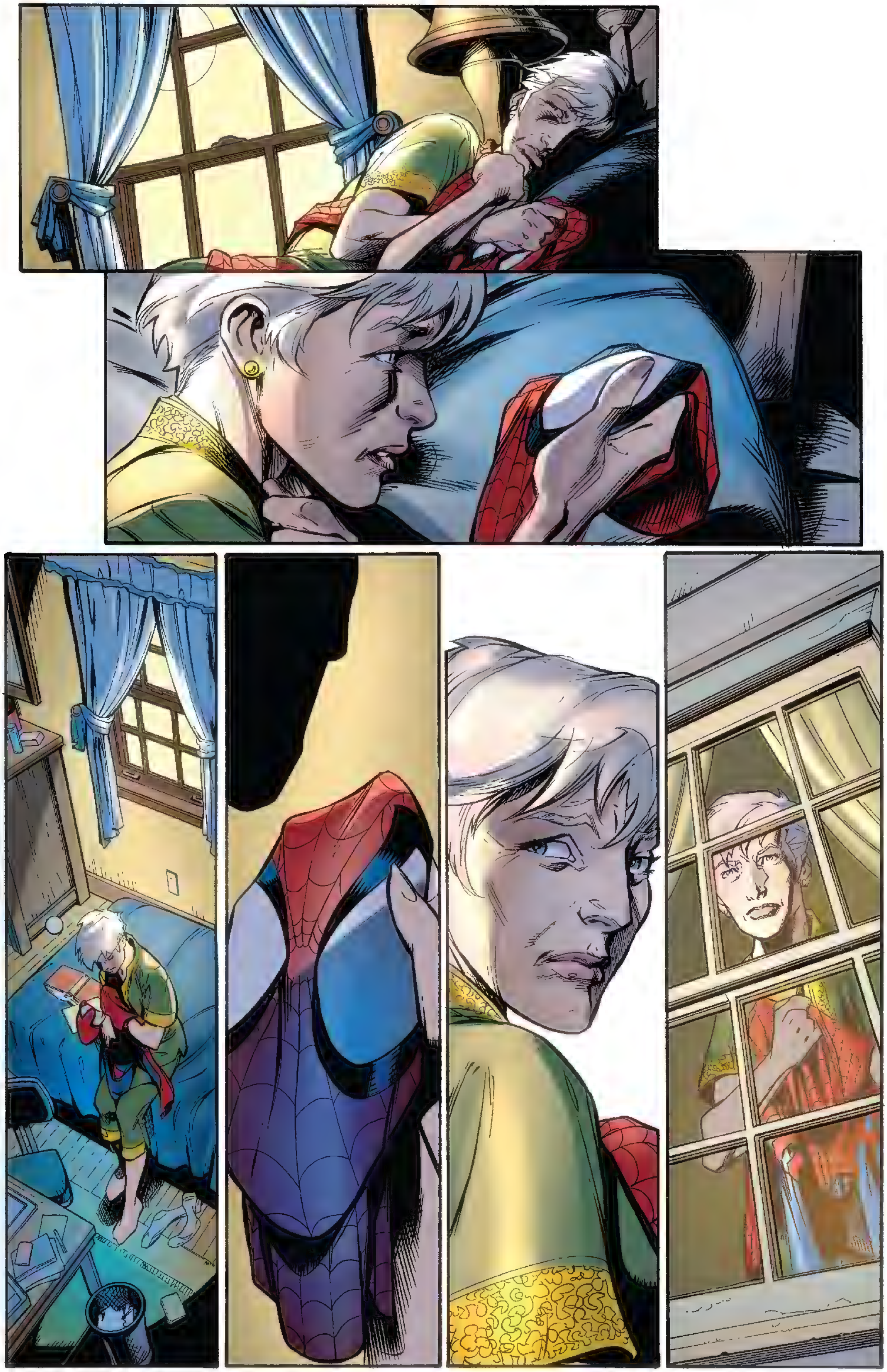
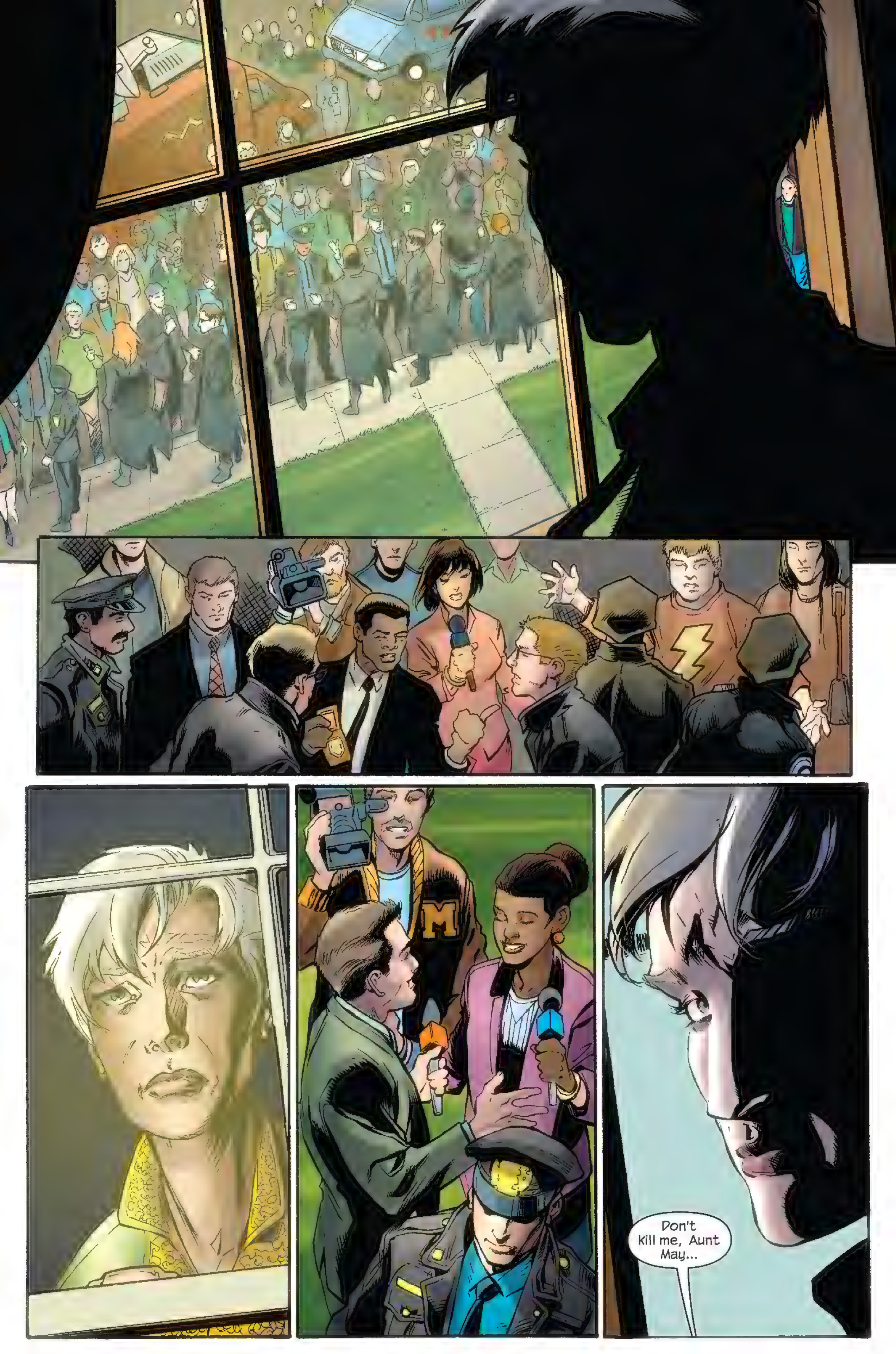
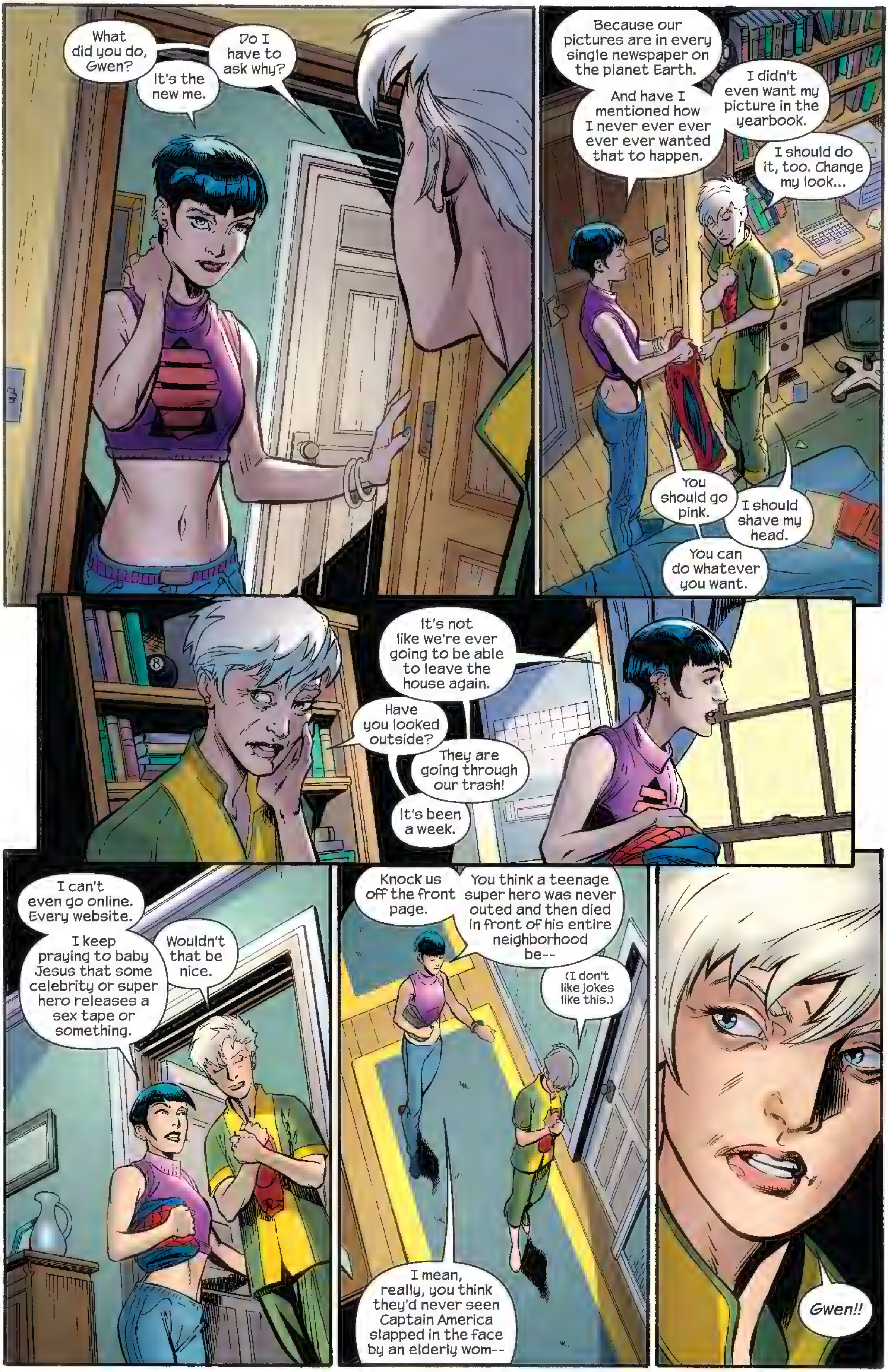
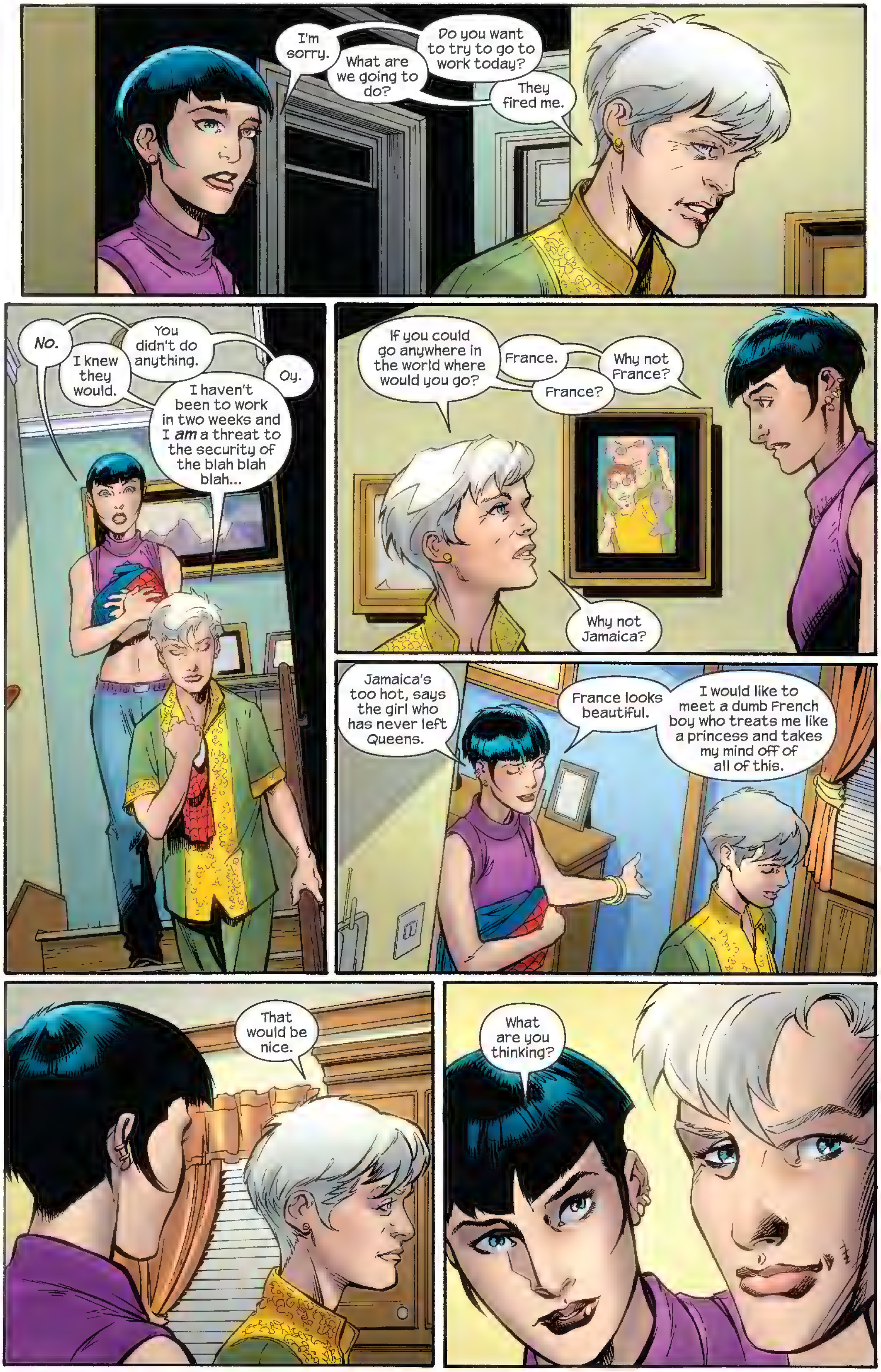
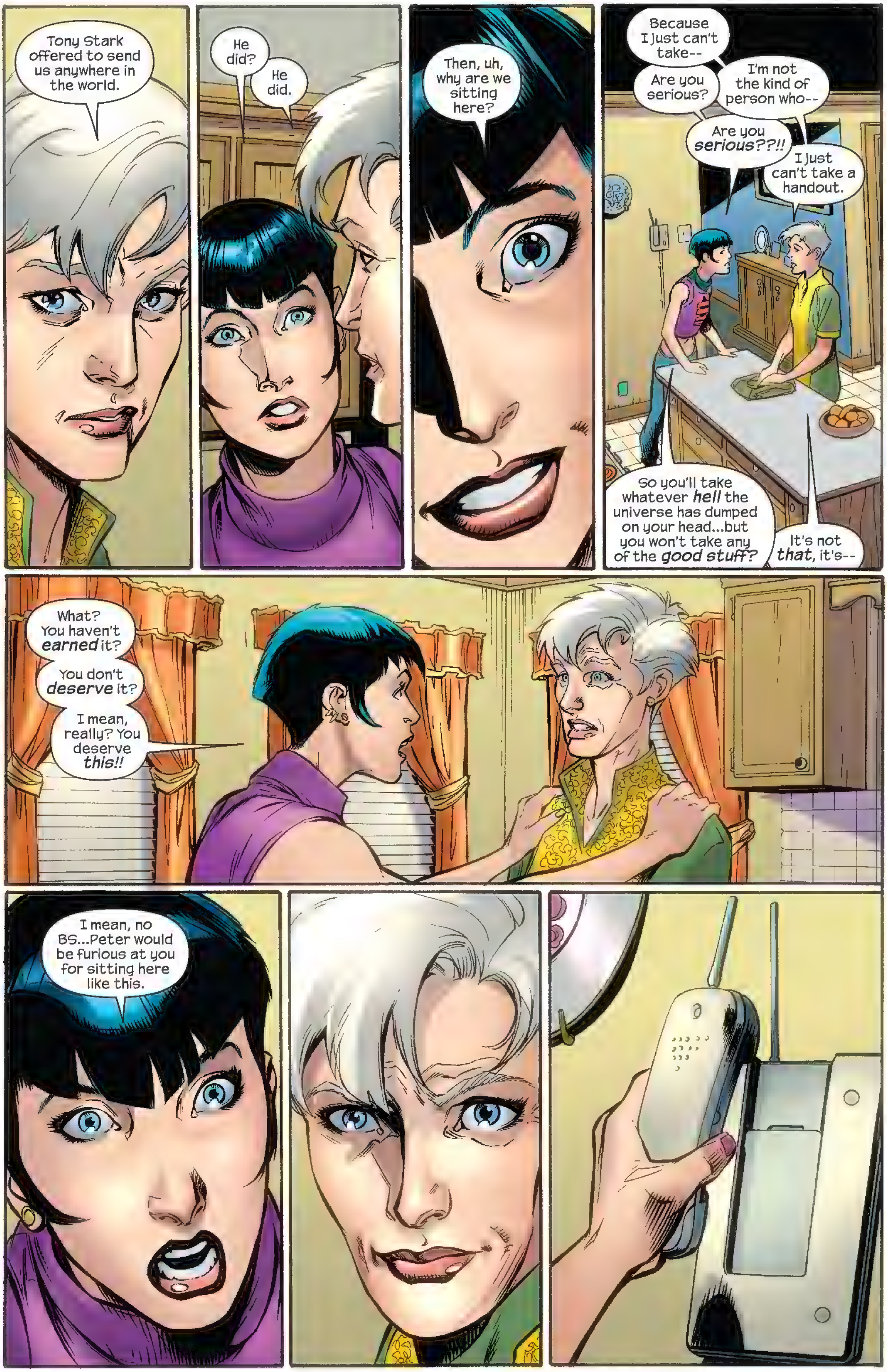

Peter Parker's Bedroom.
TRIGONOMETRY
ADVANCED TRIGONOMETRY
Popular Mechanics
TONY STARK INNOVATION ON-GOING

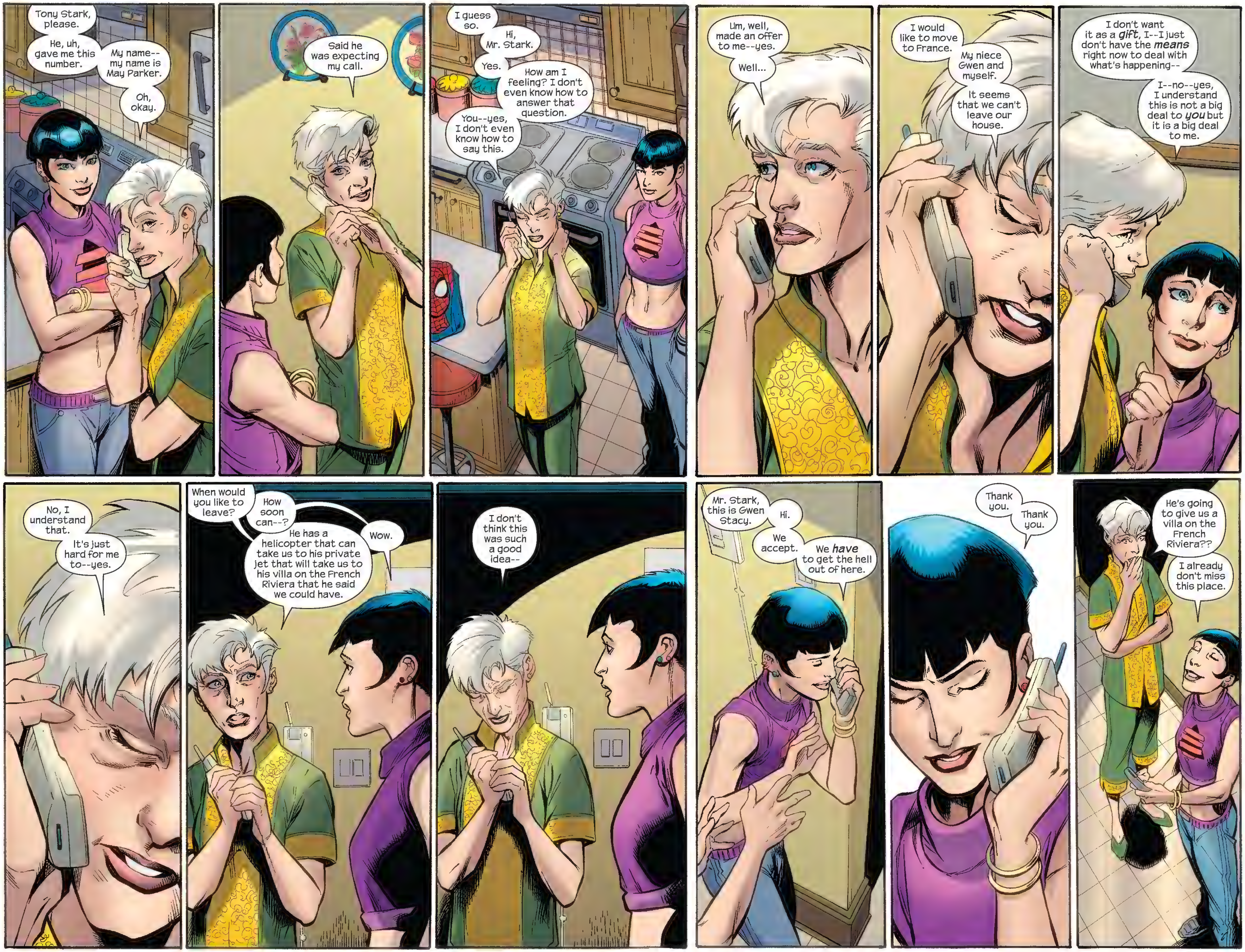


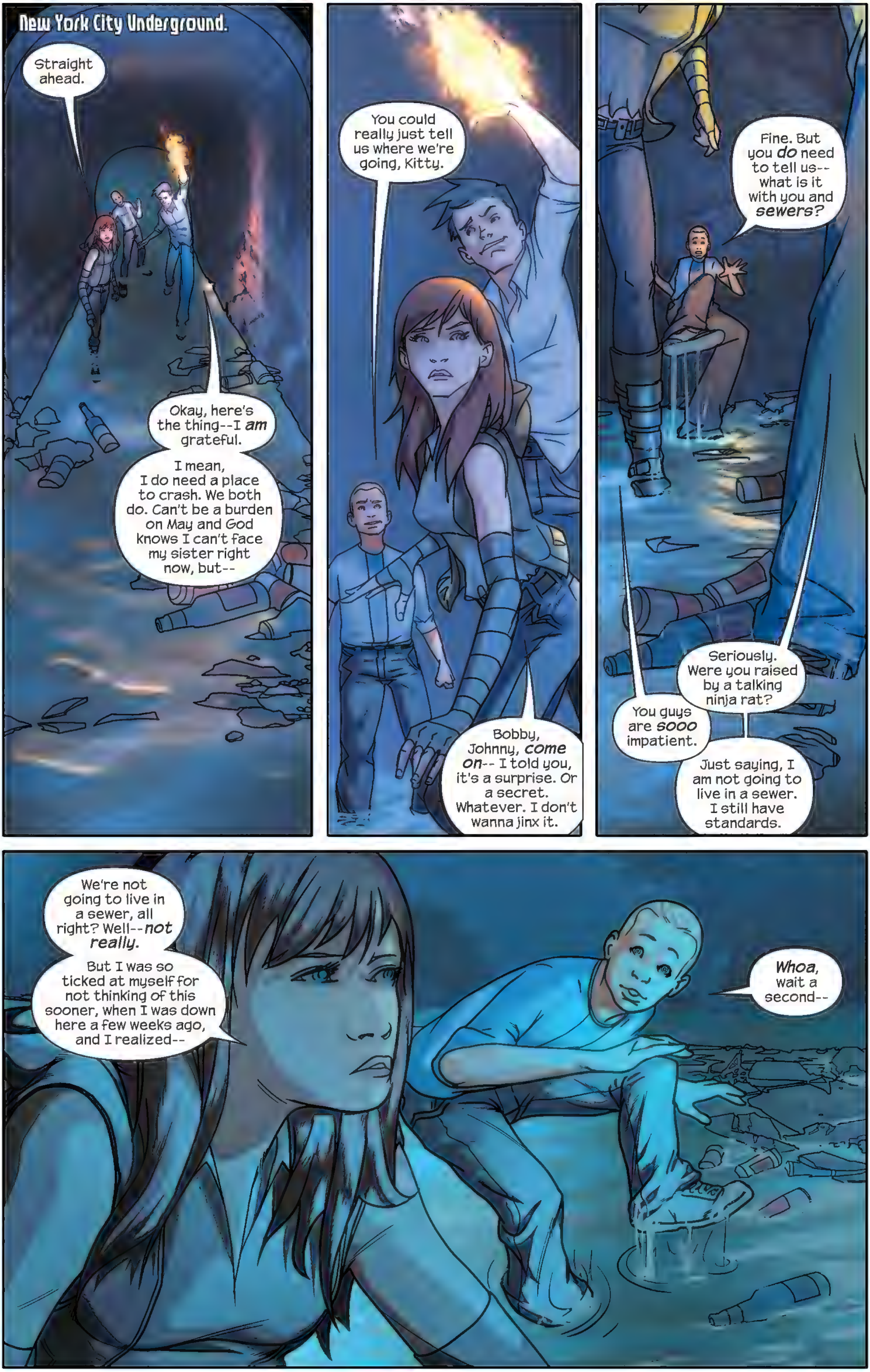

Don't kill me, Aunt May...

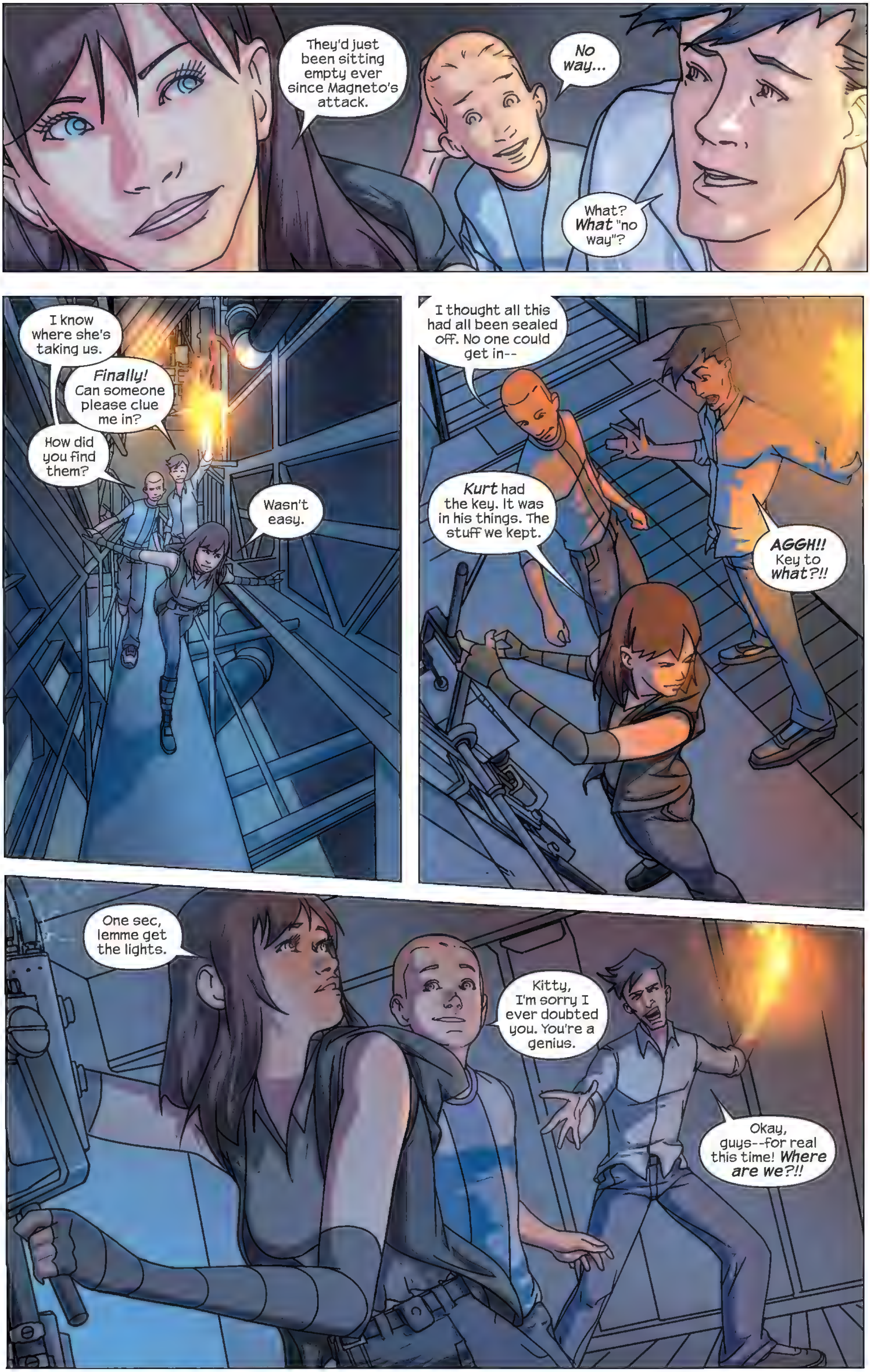

What did you do, Gwen?
It's the new me.
Do I have to ask why?
Because our pictures are in every single newspaper on the planet Earth.
And have I mentioned how I never ever ever ever ever wanted that to happen.
I didn't even want my picture in the yearbook.
I should do it, too. Change my look...
You should go pink.
I should shave my head.
You can do whatever you want.
It's not like we're ever going to be able to leave the house again.
Have you looked outside?
They are going through our trash!
It's been a week.
I can't even go online. Every website.
I keep praying to baby Jesus that some celebrity or super hero releases a sex tape or something.
Wouldn't that be nice.
Knock us off the front page.
You think a teenage super hero was never outed and then died in front of his entire neighborhood be--
(I don't like jokes like this.)
I mean, really, you think they'd never seen Captain America slapped in the face by an elderly wom--
Gwen!!

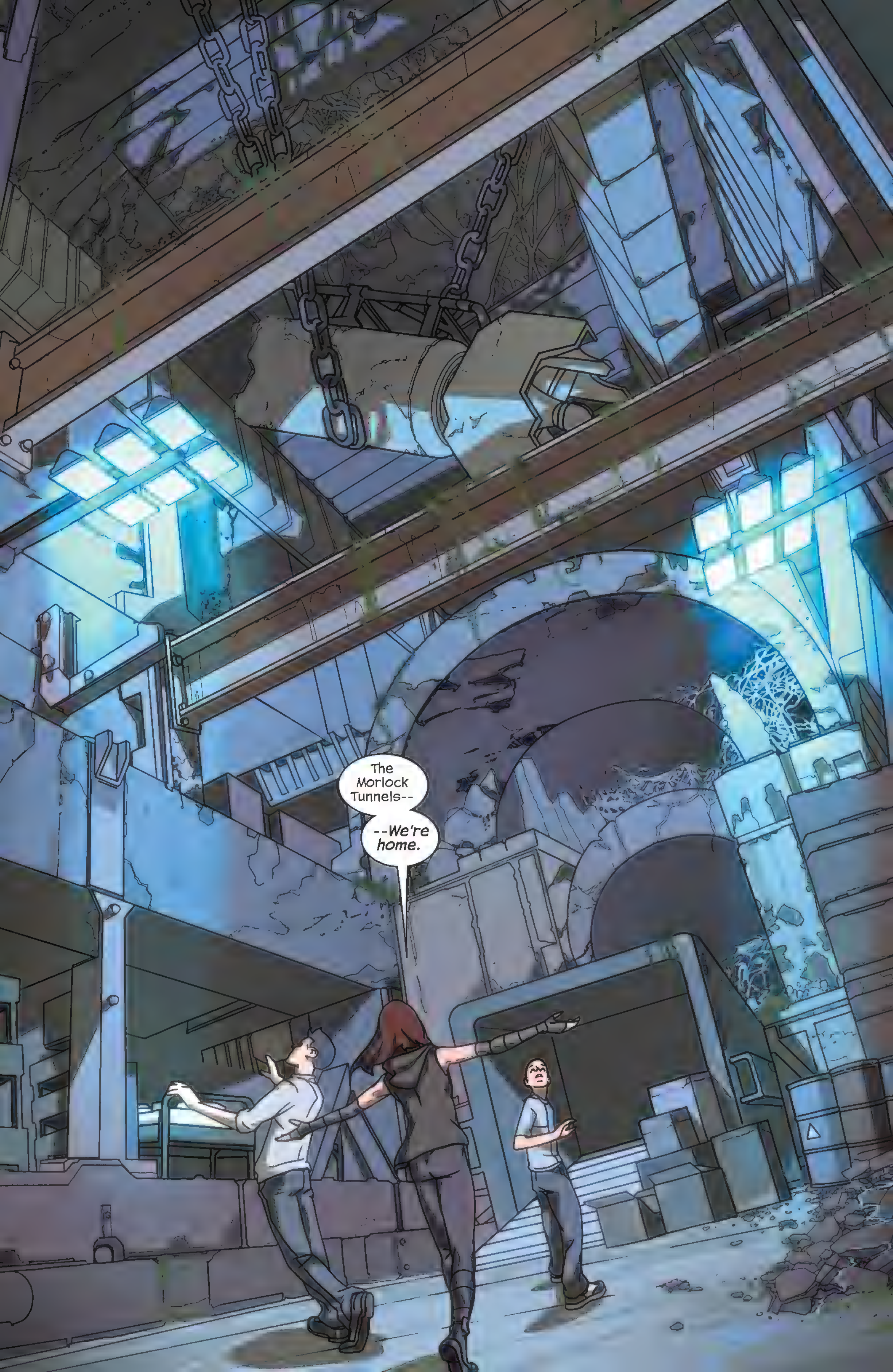

I'm sorry.
Do you want to try to go to work today?
What are we going to do?
They fired me.
No.
You didn't do anything.
I knew they would.
Oy.
I haven't been to work in two weeks and I *am* a threat to the security of the blah blah blah...
If you could go anywhere in the world where would you go?
France.
Why not France?
France?
Why not Jamaica?
Jamaica's too hot, says the girl who has never left Queens.
France looks beautiful.
I would like to meet a dumb French boy who treats me like a princess and takes my mind off of all of this.
That would be nice.
What are you thinking?

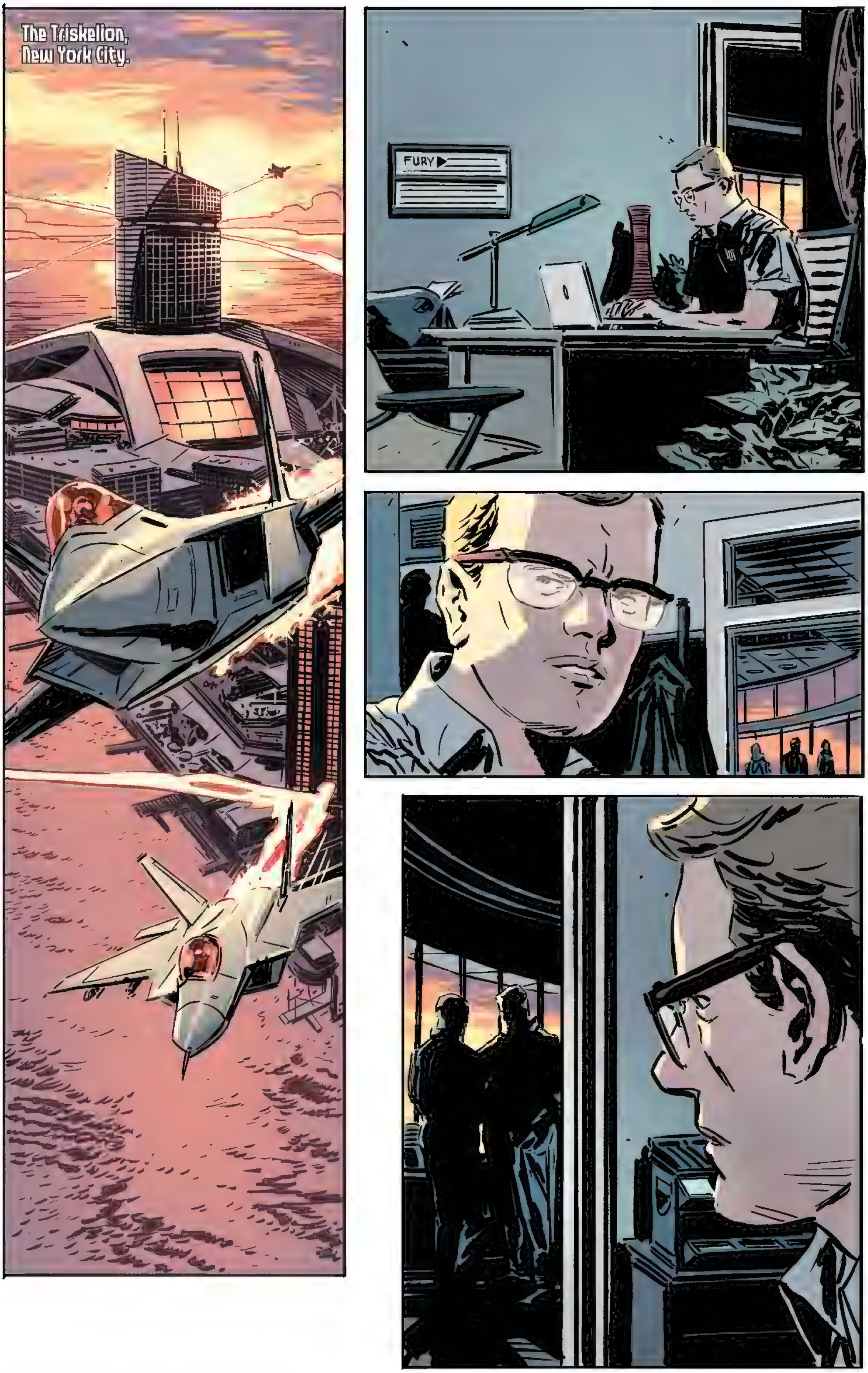

Tony Stark offered to send us anywhere in the world.
He did?
He did.
Then, uh, why are we sitting here?
Because I just can't take--
Are you serious?
I'm not the kind of person who--
Are you *serious??!!*
I just can't take a handout.
So you'll take whatever *hell* the universe has dumped on your head...but you won't take any of the *good stuff?*
It's not *that*, it's--
What? You haven't *earned* it?
You don't *deserve* it?
I mean, really? You deserve *this!!*
I mean, no BS...Peter would be furious at you for sitting here like this.

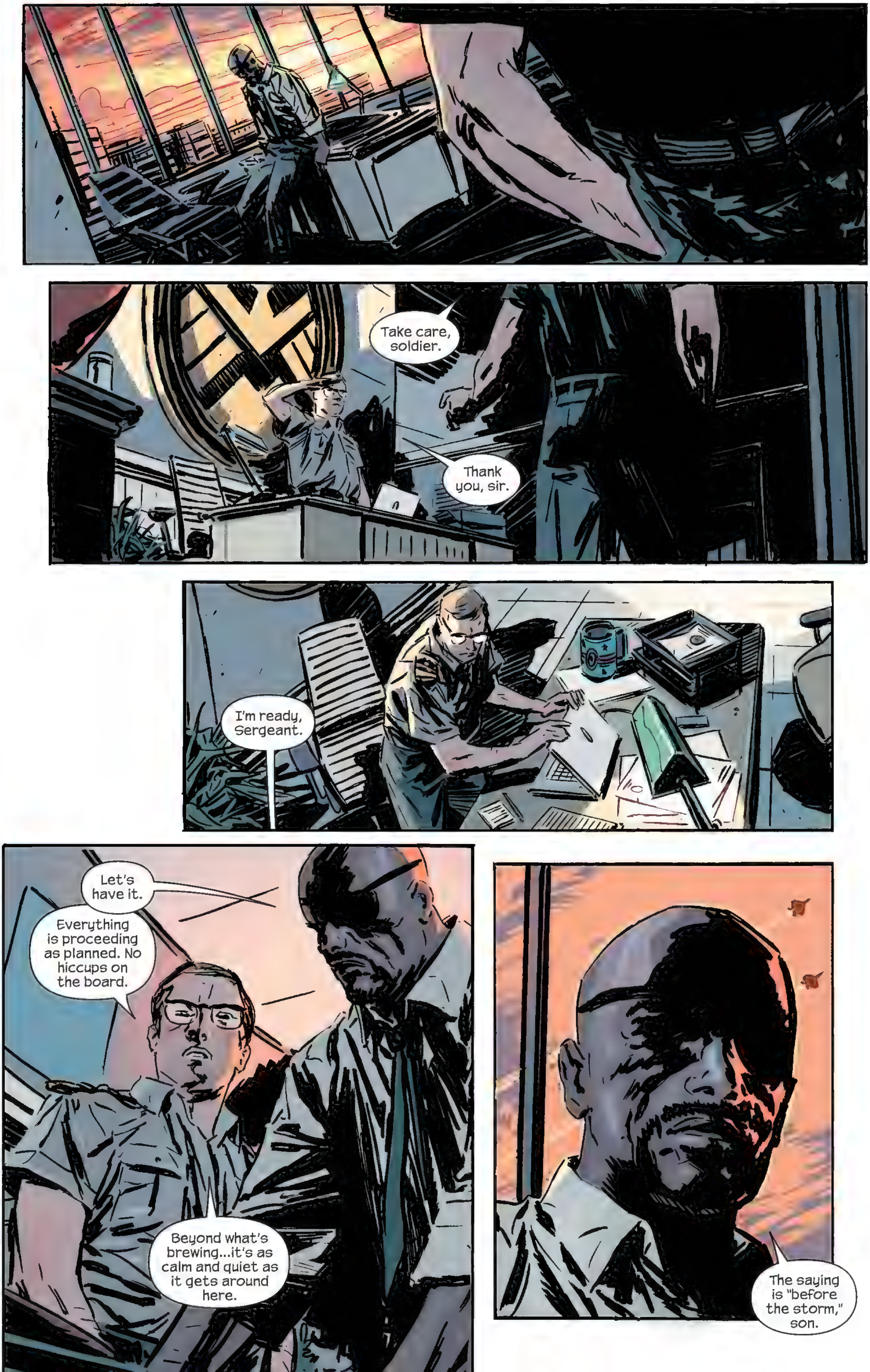

Tony Stark, please.
He, uh, gave me this number.
My name-- my name is May Parker.
Oh, okay.
Said he was expecting my call.
I guess so.
Hi, Mr. Stark.
Yes.
How am I feeling? I don't even know how to answer that question.
You--yes, I don't even know how to say this.
Um, well, made an offer to me--yes.
Well...
I would like to move to France.
My niece Gwen and myself.
It seems that we can't leave our house.
I don't want it as a *gift*, I--I just don't have the *means* right now to deal with what's happening--
I--no--yes, I understand this is not a big deal to *you* but it is a big deal to me.
No, I understand that.
It's just hard for me to--yes.
When would you like to leave?
How soon can--?
He has a helicopter that can take us to his private jet that will take us to his villa on the French Riviera that he said we could have.
Wow.
I don't think this was such a good idea--
Mr. Stark, this is Gwen Stacy.
Hi.
We accept.
We *have* to get the hell out of here.
Thank you.
Thank you.
He's going to give us a villa on the French Riviera??
I already don't miss this place.

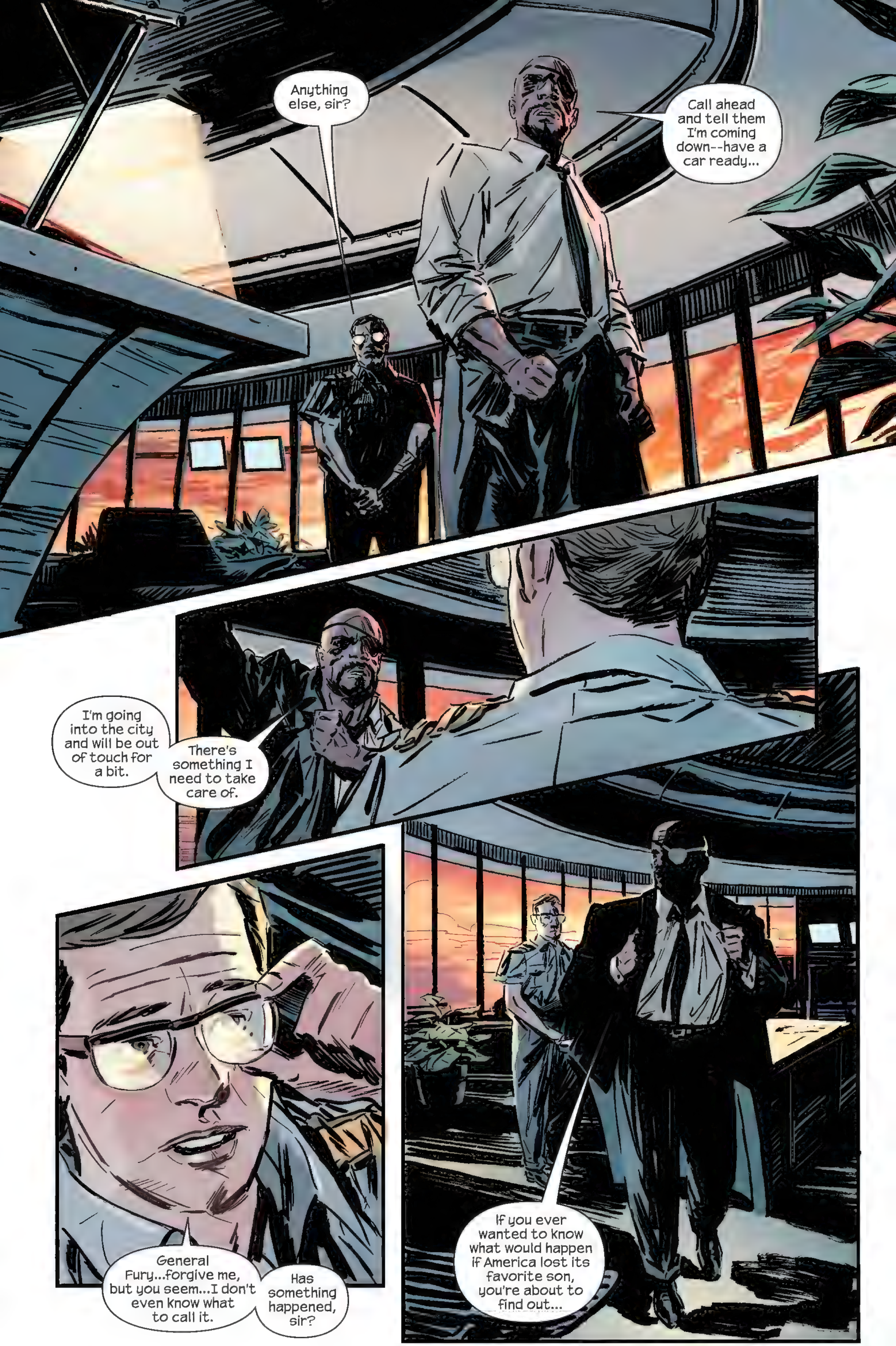

New York City Underground.
Straight ahead.
Okay, here's the thing--I *am* grateful.
I mean, I do need a place to crash. We both do. Can't be a burden on May and God knows I can't face my sister right now, but--
You could really just tell us where we're going, Kitty.
Bobby, Johnny, *come on*-- I told you, it's a surprise. Or a secret. Whatever. I don't wanna jinx it.
Fine. But you *do* need to tell us-- what is it with you and *sewers?*
Seriously. Were you raised by a talking ninja rat?
You guys are *sooo* impatient.
Just saying, I am not going to live in a sewer. I still have standards.
We're not going to live in a sewer, all right? Well--*not really.*
But I was so ticked at myself for not thinking of this sooner, when I was down here a few weeks ago, and I realized--
Whoa, wait a second--

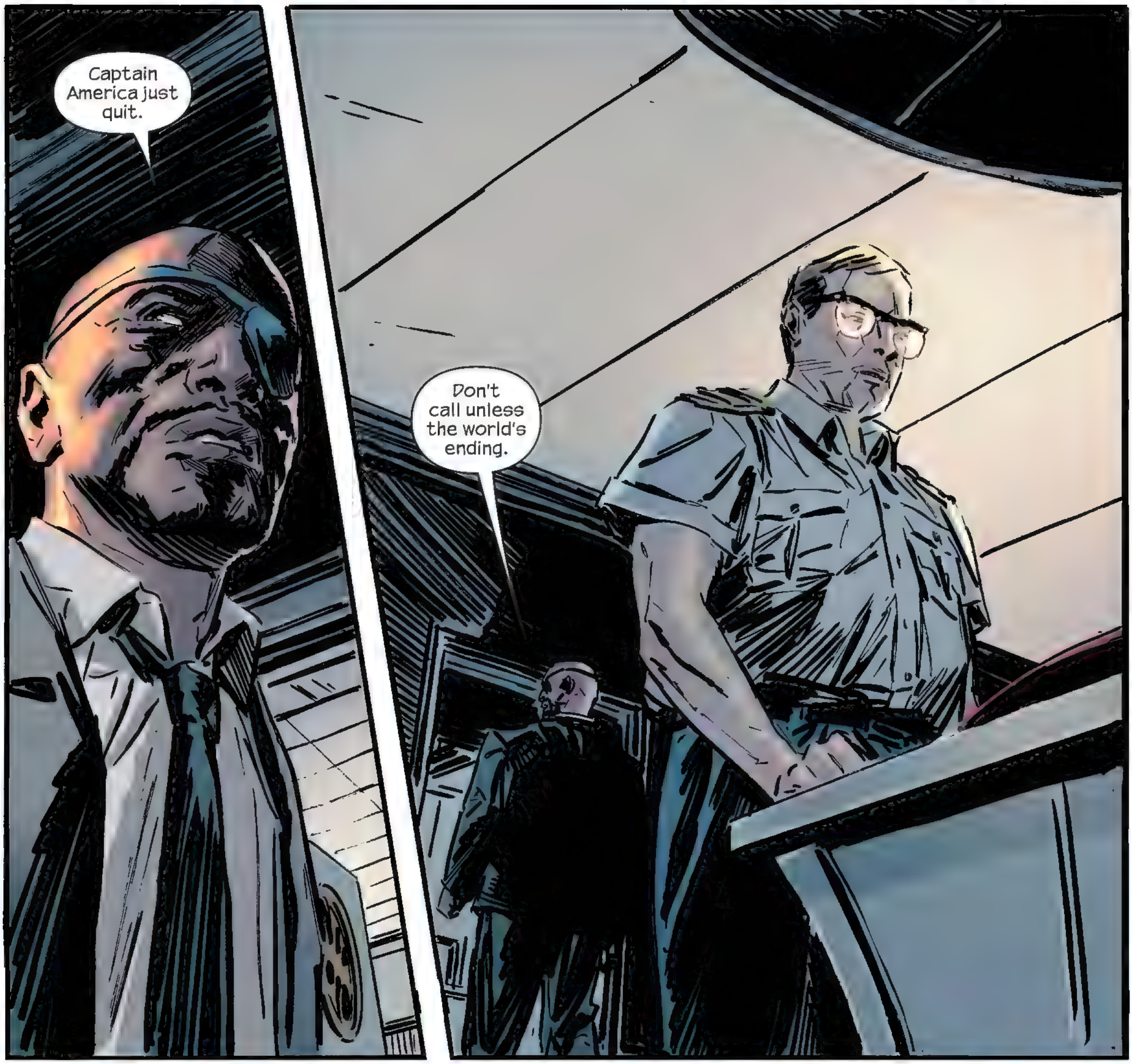

They'd just been sitting empty ever since Magneto's attack.
No way...
What? What "no way"?
I know where she's taking us.
Finally! Can someone please clue me in?
How did you find them?
Wasn't easy.
I thought all this had all been sealed off. No one could get in--
Kurt had the key. It was in his things. The stuff we kept.
AGGH!! Key to what?!!
One sec, lemme get the lights.
Kitty, I'm sorry I ever doubted you. You're a genius.
Okay, guys--for real this time! Where are we?!!

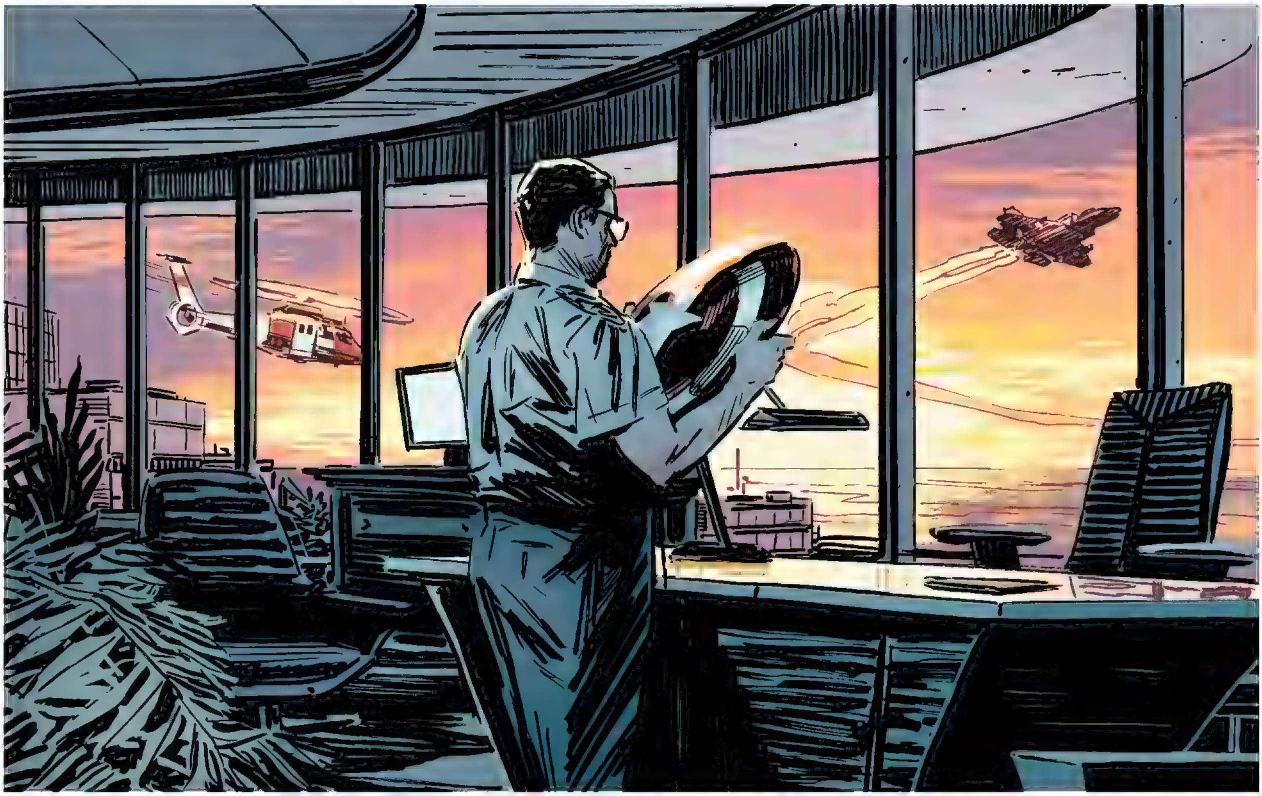

The Morlock Tunnels--
--We're home.

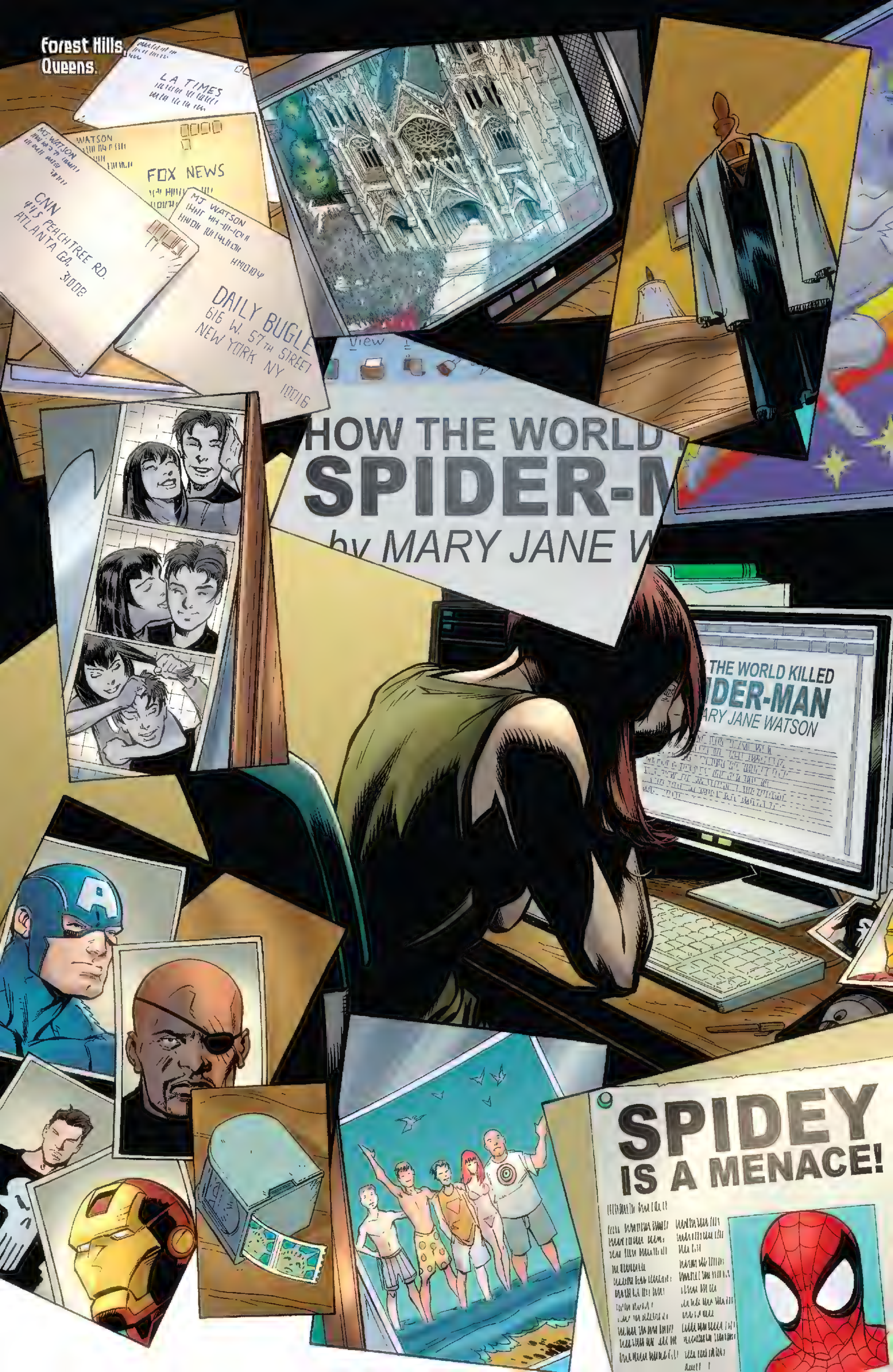

The Triskelion, New York City.
FURY ▶


Take care, soldier.
Thank you, sir.
I'm ready, Sergeant.
Let's have it.
Everything is proceeding as planned. No hiccups on the board.
Beyond what's brewing...it's as calm and quiet as it gets around here.
The saying is "before the storm," son.


Anything else, sir?
Call ahead and tell them I'm coming down--have a car ready...
I'm going into the city and will be out of touch for a bit.
There's something I need to take care of.
General Fury...forgive me, but you seem...I don't even know what to call it.
Has something happened, sir?
If you ever wanted to know what would happen if America lost its favorite son, you're about to find out...


Captain America just quit.
Don't call unless the world's ending.




Forest Hills, Queens.
LA TIMES
WATSON
FOX NEWS
MJ WATSON
CNN
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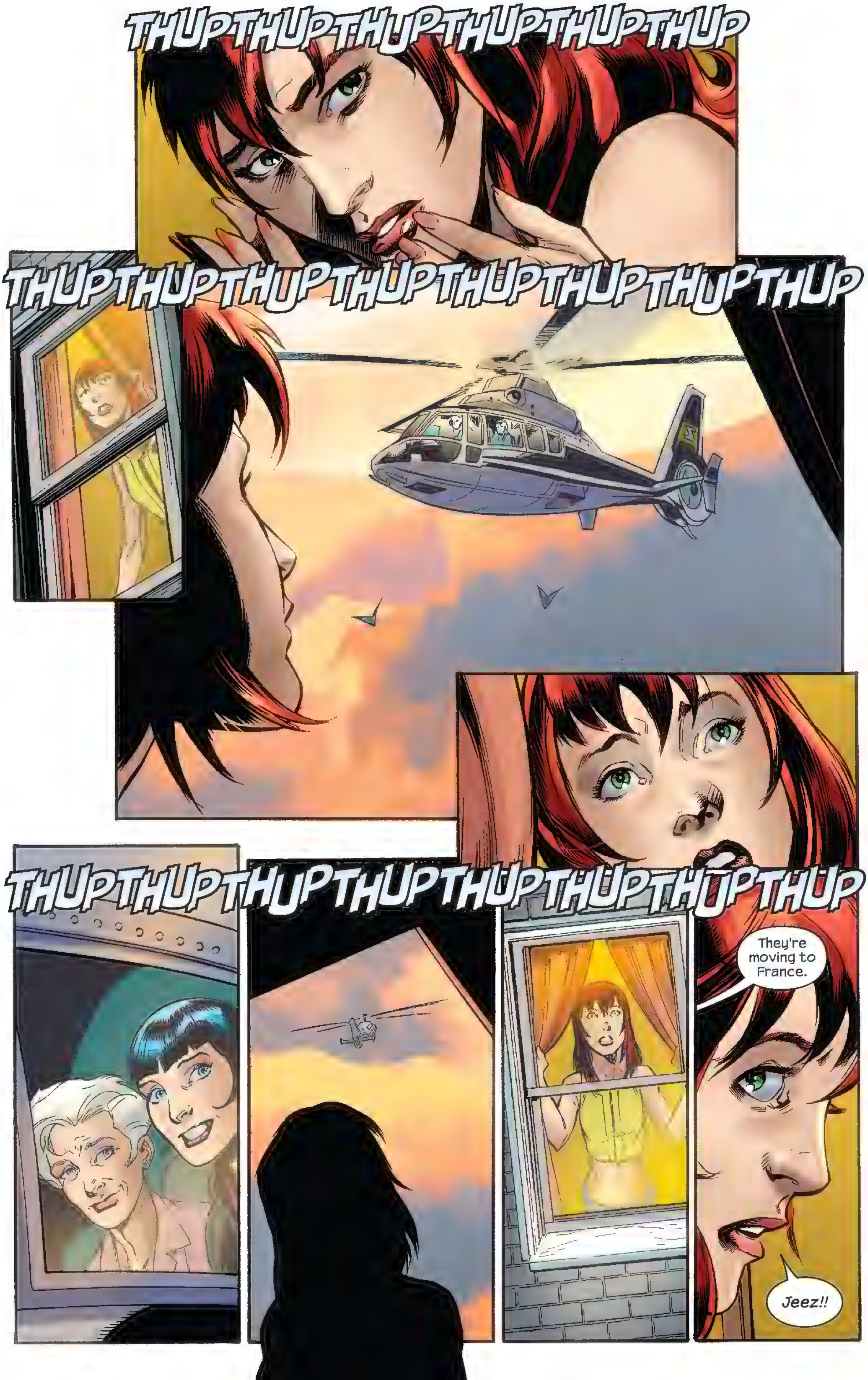
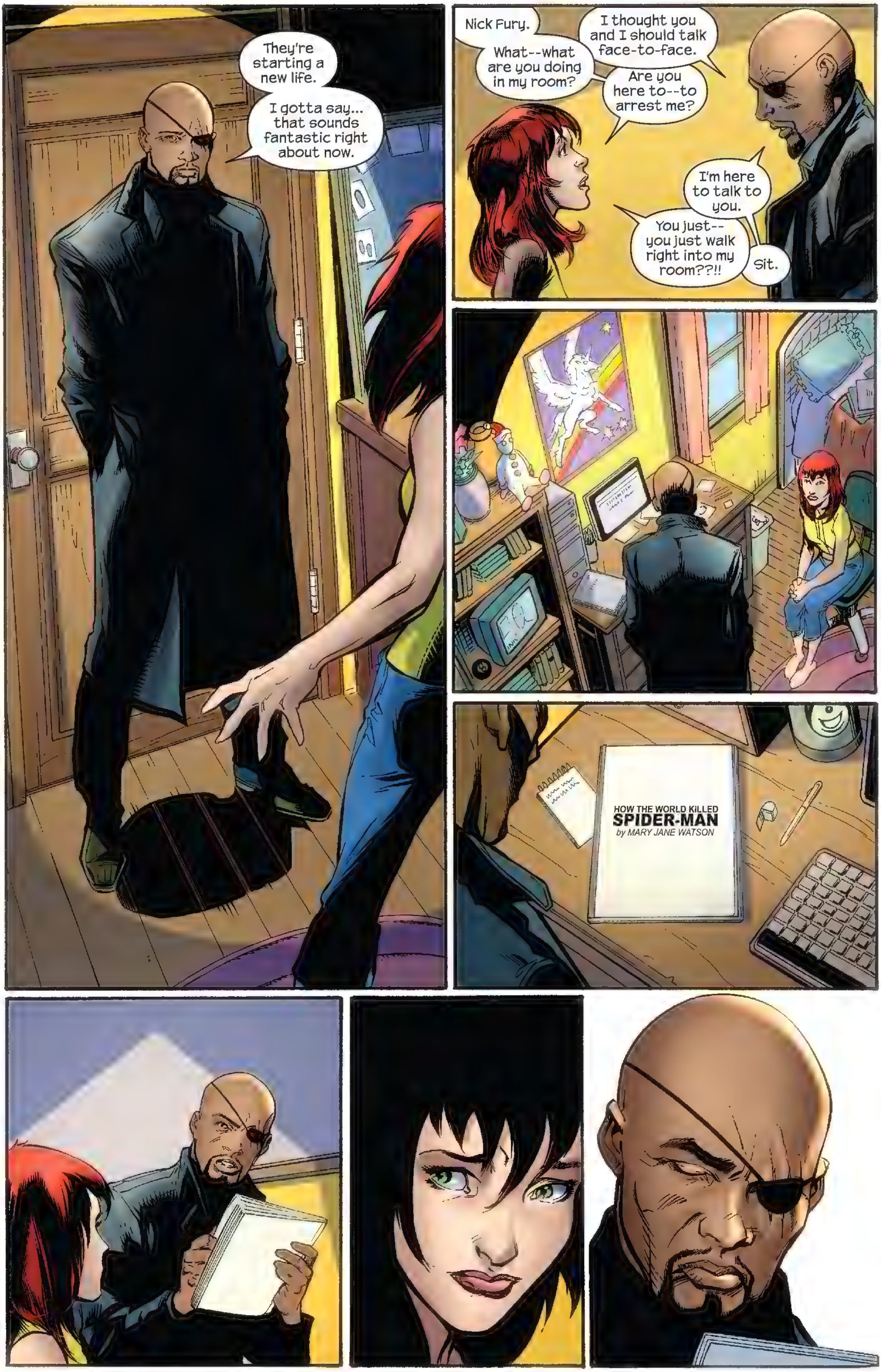
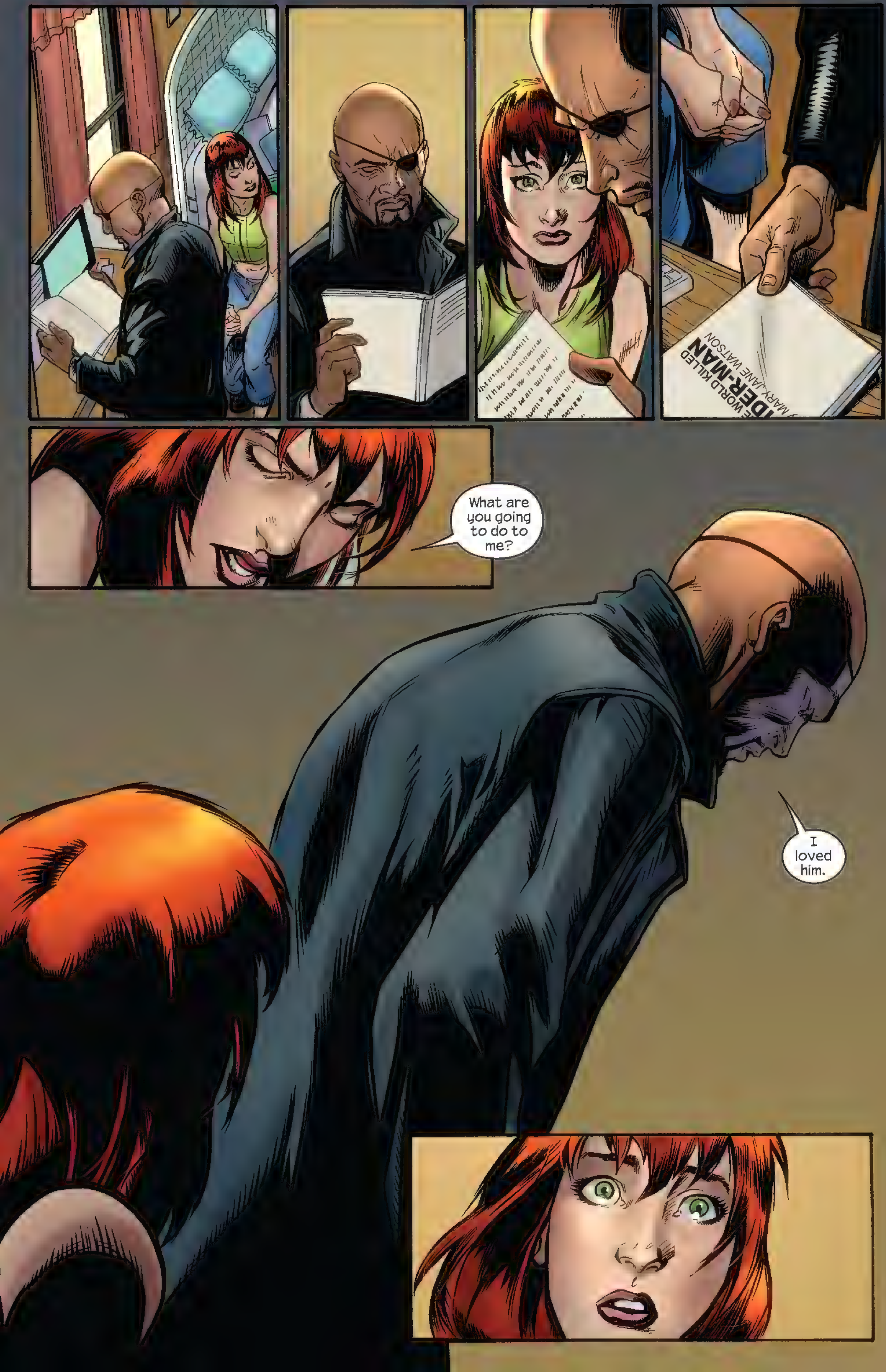
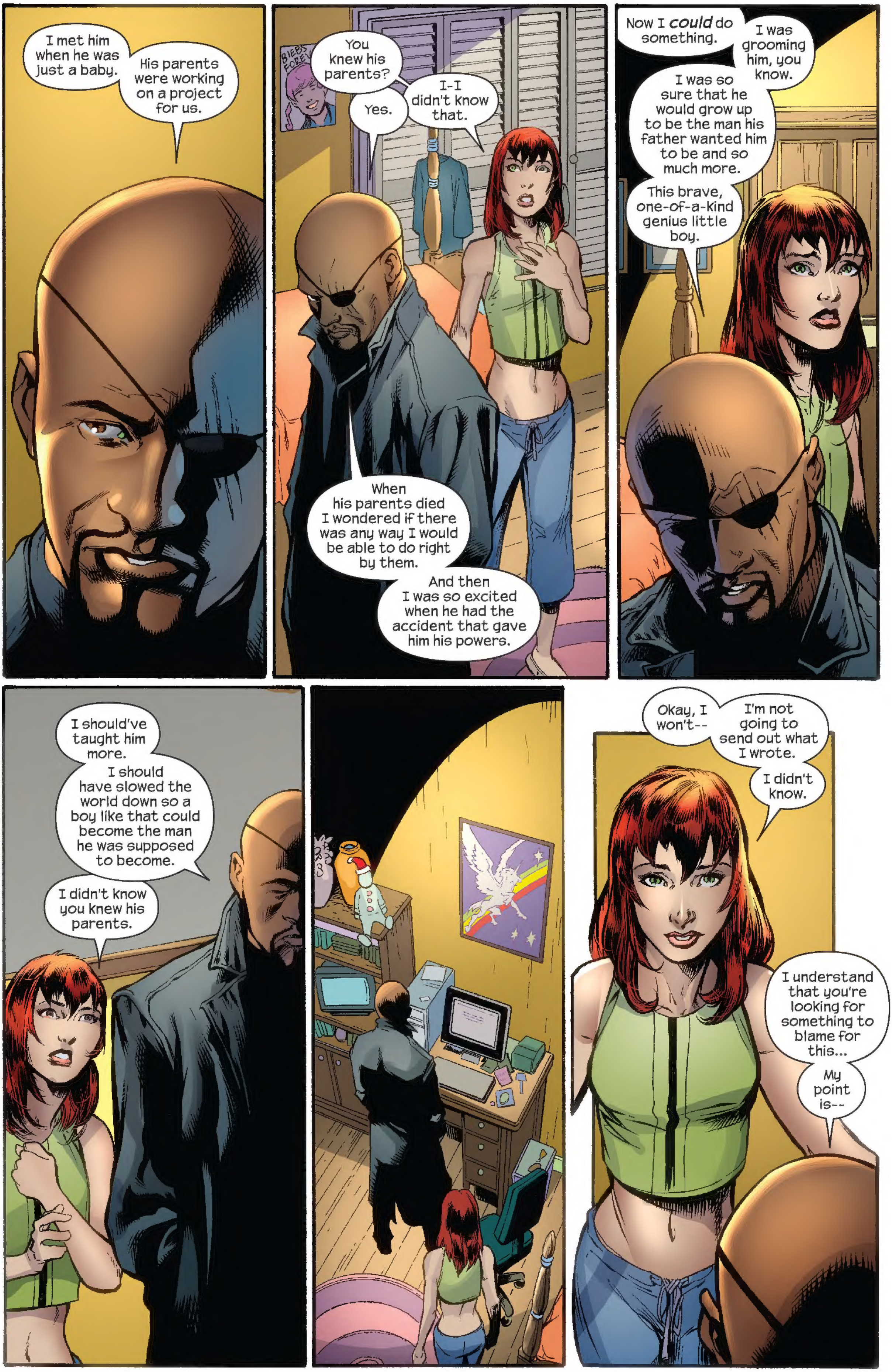
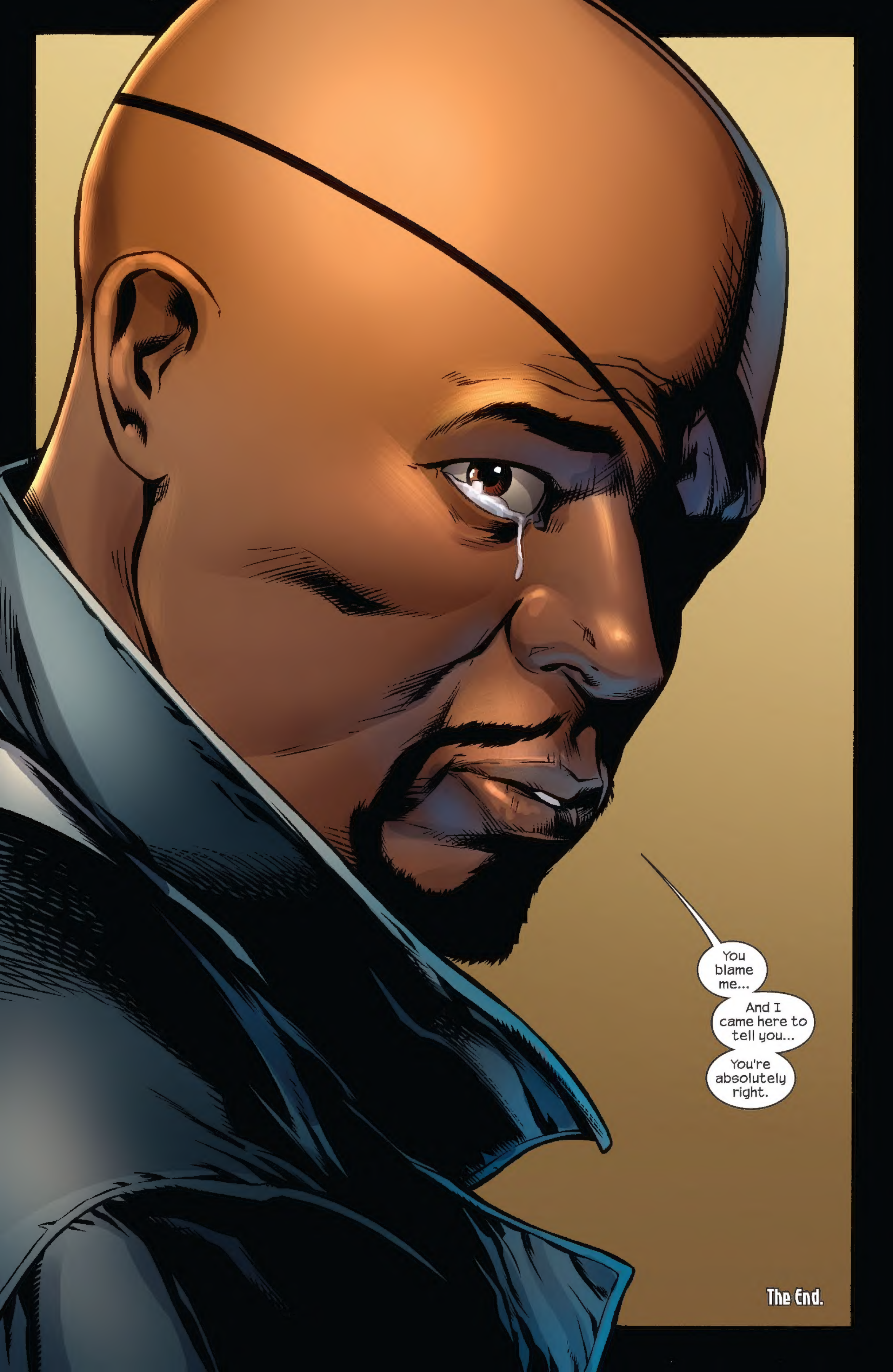
ATLANTA GA.
3008
MJ WATSON
DAILY BUGLE
616 W. 57TH STREET
NEW YORK NY
10016
View
HOW THE WORLD
SPIDER-M
by MARY JANE W
THE WORLD KILLED
IDER-MAN
ARY JANE WATSON
SPIDEY
IS A MENACE!


THUPTHUPTHUPTHUPTHUPTHUP
THUPTHUPTHUPTHUPTHUPTHUPTHUPTHUP
THUPTHUPTHUPTHUPTHUPTHUPTHUPTHUP
They're moving to France.
Jeez!!


They're starting a new life.
I gotta say... that sounds fantastic right about now.
Nick Fury.
What--what are you doing in my room?
I thought you and I should talk face-to-face.
Are you here to--to arrest me?
I'm here to talk to you.
You just-- you just walk right into my room??!
Sit.
HOW THE WORLD KILLED SPIDER-MAN by MARY JANE WATSON


WORLD KILLED
IDER-MAN
MARY JANE WATSON
What are you going to do to me?
I loved him.


I met him when he was just a baby.
His parents were working on a project for us.
BIEBS FOREV
You knew his parents?
Yes.
I-I didn't know that.
When his parents died I wondered if there was any way I would be able to do right by them.
And then I was so excited when he had the accident that gave him his powers.
Now I *could* do something.
I was grooming him, you know.
I was so sure that he would grow up to be the man his father wanted him to be and so much more.
This brave, one-of-a-kind genius little boy.
I should've taught him more.
I should have slowed the world down so a boy like that could become the man he was supposed to become.
I didn't know you knew his parents.
Okay, I won't--
I'm not going to send out what I wrote.
I didn't know.
I understand that you're looking for something to blame for this...
My point is--


You blame me...
And I came here to tell you...
You're absolutely right.
The End.

IT'S HERE!
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ISSUE 01

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